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ACCOUNT NO. : 072100000032

REFERENCE : 549056 81081A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pruitt

ORDER DATE : January 12, 2000

ORDER TIME : 10:16 AM

ORDER NO. : 549056-005

800003096028--2

CUSTOMER NO: 81081A

CUSTOMER: Ms. Georgiana Dambra
ALEXANDER DAMBRA & DUHL, P.A.
ALEXANDER DAMBRA & DUHL, P.A.
Suite 201
5737 Okeechobee Boulevard
West Palm Beach, FL 33417

DOMESTIC FILING

NAME: MAGIC MOBILITY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 12 PM 12:51

RECEIVED
00 JAN 12 AM 10:37
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
[Signature]

ARTICLES OF ORGANIZATION

OF

MAGIC MOBILITY, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JAN 12 PM 12:51

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I

Name of Corporation

The name of this Corporation shall be Magic Mobility, INC. with its principal office address: 3601 N.Dixie Highway #14, Boca Raton, Florida 33431.

ARTICLE II

Purpose

This Corporation is organized for the following purposes:

(a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto.

(b) For the purpose of transacting any or all lawful business; except that it is not to conduct a banking, safe deposit, trust insurance, surety, express, railroad, canal, telephone, telegraph or cemetery building, a building and loan association, fraternal benefit society or state fair exposition. (c) To do any and everything pertinent to the above.

ARTICLE III

Capital Stock

This Corporation is authorized to issue one thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE IV

Preemptive Rights

Every Shareholder, upon the sale for cash of any new stock of this Limited Liability Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is: 5737 Okeechobee Boulevard, Suite 201, West Palm Beach, Florida 33417, and the name of the initial registered agent of this Corporation at that address is: Georgiana F. Dambra, Esq.

ARTICLE VII

Initial Board of directors

This Corporation shall have two (2) directors initially. The number of directors may either be increased or diminished from time to time by amending the Articles of

Incorporation but shall never be less than one. The name and address of the initial directors of this Corporation are as follows:

Michael J. Dambra

417 Oregon Lane
Boca Raton, Florida 33487

Frank Frione

361 Oregon Lane
Boca Raton, Florida 33487

ARTICLE VIII

By-laws

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors and Shareholders.

ARTICLE IX

Indemnification

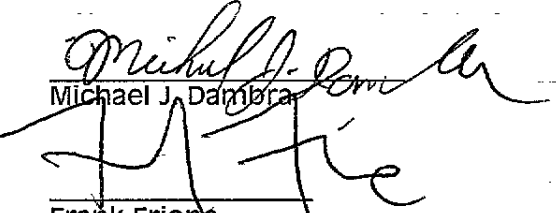
This Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE X

Incorporator

The names and address of the persons signing these Articles are as follows: Michael J. Dambra, 417 Oregon Lane, West Palm Beach, FL 33487, and Frank Frione 361 Oregon Lane, Boca Raton, FL 33487

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11 day of January 2000.


Michael J. Dambra

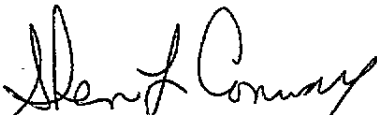

Frank Frione

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 11 day of January
2000, by Michael J. Dambra and Frank Frione who is personally known to me or who has
produced _____ as identification.



(Notary Seal)



Notary Public, State of Florida
My Commission Expires _____

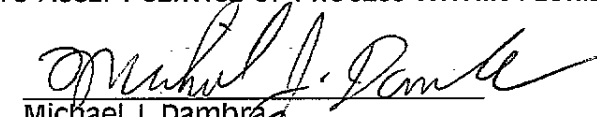
Sherri L. Conway

Print Name of Notary Public

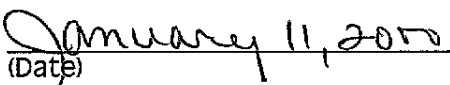
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST: THAT MAGIC MOBILITY, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 3601 N. DIXIE HIGHWAY, #14, BOCA RATON, FLORIDA 33431, HAS NAMED GEORGIANA F. DAMBRA LOCATED AT 5737 OKEECHOBEE BOULEVARD, ST.201, WEST PALM BEACH, FLORIDA 33417, CITY OF WEST PALM BEACH, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


Michael J. Dambra
Director


Frank Frione
Director


(Date)

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED Limited Liability Corporation, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES.


Georgiana F. Dambra


(Date)

CORPMM.A00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 12 PM 12:51