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LAW OFFICES
GARY P. COHEN, P.A.

COMMONWEALTH BUILDING
FOURTH FLOOR
46 SOUTHWEST FIRST STREET
MIAMI, FLORIDA 33130-1697

TELEPHONE (305) 372-8844
FAX (305) 358-5202

January 19, 2000

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-01/24/00-01127-002
*****122.50 *****78.75

Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

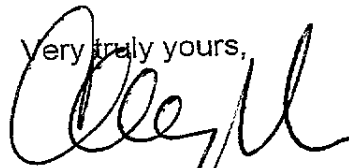
RE: TOMORFRED, INC.

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation of the above referenced corporation, along with check in the amount of \$122.50 to cover filing fee.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,



Gary P. Cohen

GPC/jdr
Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JAN 24 PM 3:24

FILED

T. Burch JAN 28 2000

ARTICLES OF INCORPORATION
OF

TOMORFRED, INC.

FILED
00 JAN 24 PM 3:24
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

ARTICLE I.

The name of this corporation is **TOMORFRED, INC.**. The principal address of the corporation is **46 S. W. First Street, Suite 400, Miami, Florida 33130.**

ARTICLE II.

This corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE III.

This corporation is organized for the following purpose: To engage in the transaction of any and all lawful business whatsoever.

ARTICLE IV.

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

ARTICLE V.

The street address of the initial registered office of this corporation and the principal address is **46 S. W. First Street, Suite 400, Miami, Florida 33130**, and the name of the initial registered agent of this corporation at that address is **GARY P. COHEN.**

ARTICLE VI.

This corporation shall have three (3) director initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this corporation and of the corporation are:

THOMAS SCOTTO
5401 Collins Avenue
Miami Beach, FL 33140

FRED DALAL
8851 S.W. 80th Street
Miami, FL 33173

ORLANDO LEON
11980 S. W. 182nd Terrace
Miami, FL 33177

ARTICLE VII.

The name and address of the person signing these articles is **GARY P. COHEN**,
46 S. W. First Street, Suite 400, Miami, Florida 33130.

ARTICLE VIII.

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

ARTICLE IX.

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X.

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

ARTICLE XI.

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19 day of January, 2000.

I AM HEREBY familiar with and accept the duties and responsibilities as registered agent for said corporation.



GARY P. COHEN
Subscriber and Registered Agent

STATE OF FLORIDA

)
SS.

COUNTY OF MIAMI-DADE

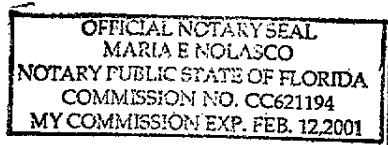
The foregoing instrument was acknowledged before me this 19 day of January, 2000, by **GARY P. COHEN**, who is personally known to me or who has produced _____ as identification.


NOTARY PUBLIC, State of Florida
at Large

NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:

Print Name: MARIA E. NOLASCO



This document was prepared by:

Gary P. Cohen, Esquire
46 S. W. First Street
Suite 400
Miami, Florida 33130
(305) 372-8844