

TRANSMITTAL LETTER



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 18, 2000

LUIS E. COLINDRES
14715 S.W. 112 TERRACE
MIAMI, FL 33196

SUBJECT: LEVINE & COHEN INVESTMENT GROUP INC.
Ref. Number: W00000004493

We have received your document for LEVINE & COHEN INVESTMENT GROUP INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

* Teresa Brown
Corporate Specialist

Letter Number: 000A00008754

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

LEVINE & COHEN INVESTMENT GROUP INC.

ARTICLE II PRINCIPAL OFFICE

The Principal place of business and mailing address of this corporation shall be:

9600 N.W. 25TH STREET SUITE 4G
MIAMI FL 33172

ARTICLES III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time :

<u>NUMBERS OF SHARES</u>	<u>PER VALUE</u> <u>PER SHARE</u>	<u>CLASE OF</u> <u>STOCK</u>
1,000	0.10	COMM

ARTICLE IV INITIAL REGISTERD AND STREET ADDRESS

The Name and address of the initial registered agent is:

Luis E. Colindres
14712 S.W. 112 terrace
Miami FI 33196

FILED
00 MAR - 1 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):


**LUIS E. COLINDRES
14715 SW. 112TH TERRACE.
Miami Fl 33196**

**LUIS GARCIA
9600 N.W. 25TH STREET SUITE 4 G
MIAMI FL 33172**

**ALI A. ABDALA
14715 SW. 112TH TERRACE
MIAMI FL 33196**

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this.

7TH day of February 2000


SIGNATURE


SIGNATURE


SIGNATURE

Articles of Incorporation

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: LEVINE & COHEN INVESTMENT GROUP INC.

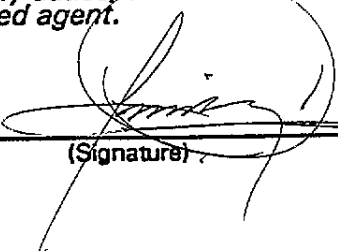
2. The name and address of the registered agent and office is:

LUIS E. COLINDRES
(Name)
14715 S.W. 112 TERRACE
(P.O. Box not acceptable)
MIAMI FL 33196
(City/State/Zip)

00 MAR - 1 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

2/25/00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL