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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

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Account Name : FAS-T CORP. AGENTS, INC.
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SECRETARY OF STATE
KATHARINE HARRIS
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

THE FLIPFOLD COMAPNY, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 2, 2000

FAS-T

SUBJECT: THE FLIPFOLD COMPANY INC
REF: W00000005724

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
THE FLIPFOLD COMPANY, INC.**

The undersigned natural person, acting to form a corporation under the laws of the State of Florida that provide for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, do hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation; and to that end set forth:

ARTICLE I

The name of the corporation shall be:

THE FLIPFOLD COMPANY, INC.

ARTICLE II

The initial post office address of the principle office of the corporation in Florida will be:

13882 N Kendall Drive
Miami, FL 33186

ARTICLE III

This corporation will engage and is empowered to engage in any business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV

The Total number of shares of stock which this Corporation is authorized to have outstanding is defined as follows :

<u>Class</u>	<u>No. Shares</u>	<u>Par Value</u>
Common	7,500	\$ 1.00

Prepared by
Barry Goldberg
13882 N Kendall Drive
Miami, FL 33186
(305) 385-8000

ARTICLE V

The amount of capital this corporation will begin business with is:

FIVE HUNDRED DOLLARS (\$500.00)

ARTICLE VI

This corporation shall have perpetual existence.

ARTICLE VII

This corporation shall have TWO directors initially. The number of Directors may be increased or diminished from time to time, as provided by the By-Laws adopted by the stockholders.

ARTICLE VIII

The name and post office address of the member of the first Board of Directors of this corporation, and who shall hold office for the first year, or until their successor is chosen shall be:

Barry Goldberg
13882 N Kendall Drive
Miami, FL 33186

Jeff LaPace
10530 NW 26 St. Suite F-101
Miami, FL 33186

ARTICLE IX

The name and address of the officers of the Corporation, who shall hold office until their successors are chosen shall be:

Jeff LaPace
13882 N Kendall Drive
Miami, FL 33186

President

Barry Goldberg
10530 NW 26 St. Suite F-101
Miami, FL 33186

Secretary

ARTICLE X

The initial registered agent and registered office of the corporation shall be:

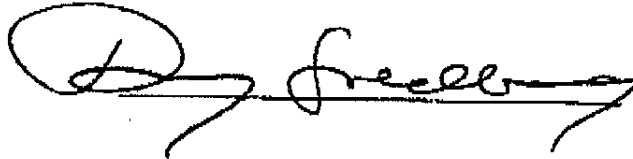
Barry Goldberg
13882 N Kendall Drive
Miami, FL 33186

ARTICLE XI

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by it to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator of the corporation identified above, declare that I have examined the foregoing this 1st. day of March 2000, and do declare it to be true and correct.

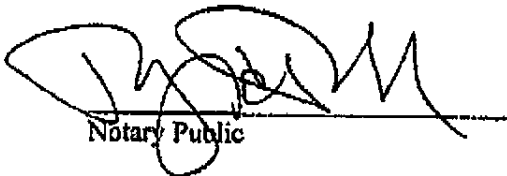
Barry Goldberg
13882 N Kendall Drive
Miami, Florida 33186



COUNTY OF DADE)
) SS:
STATE OF FLORIDA)

THIS IS TO CERTIFY that on this 1st. day of March 2000 before me, a notary public, personally appeared Barry Goldberg who is personally known to me and who produced a Florida Drivers License and who I am satisfied is the person named as the sole incorporator and executor of the foregoing Articles of Incorporation, and who by his signature in my presence has acknowledged the same as his voluntary act.

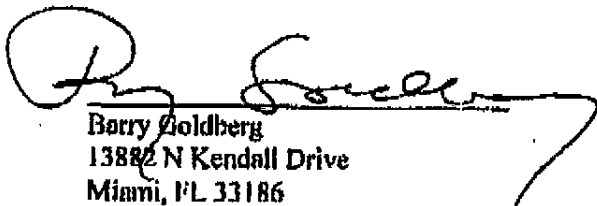
IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal on this 1st. day of March 2000.


Notary Public

My commission expires

ACCEPTANCE OF REGISTERED AGENT APPOINTMENT

I, Barry Goldberg, a natural person with an address of 13882 N Kendall Drive, Miami, FL 33186, do hereby accept the appointment of Registered Agent of THE FLIPFOLD COMPANY, INC. on this 1st. day of March 2000.

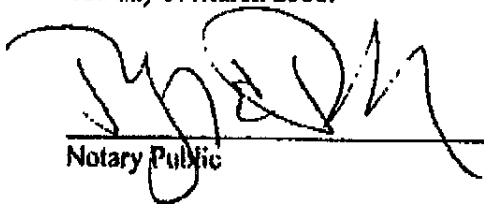

Barry Goldberg
13882 N Kendall Drive
Miami, FL 33186

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00 MAR -2 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COUNTY OF DADE)
) SS:
STATE OF FLORIDA)

THIS IS TO CERTIFY that on this 1st. day of March 2000 before me, a notary public, personally appeared Barry Goldberg, who is personally known to me and who produced a Florida Drivers License and who I am satisfied is the person named as the Registered Agent and executor of the foregoing Acceptance of Registered Agent Appointment, and who by his signature in my presence has acknowledged the same as his voluntary act.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal on this 1st. day of March 2000.


Notary Public



My commission expires