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PARZA GROUP INC. 2290 NW 171 TERRACE, PEMBROKE PINES, FLORIDA 33028

February 24, 2000

Florida Department of State Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314

SUBJECT:

INCORPORATION OF

PARZA GROUP INC.

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Dear Secretary of State:

Enclosed find one original and a copy of the Articles of Corporation of PARZA GROUP INC. and a check for:

X \$70.00 Filing Fee ___ \$78.75 Filing Fee

_ \$122.50

_\$131.25

&Certificate

Filing Fee & Certified Copy

Filing Fee, Certified Copy

& Certificate

ADDITIONAL COPY REQUIRED

FROM:

PHILIP FARNHILL
Name (Printed or typed)

1802 N. UNIVERSITY DRIVE, SUITE 100A, PLANTATION, FLORIDA 33322 Address

City, State & Zip

Daytime Telephone Number 954-424-9391

PARZA GROUP INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation

Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be PARZA GROUP INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 2290 NW 171 TERRACE, PEMBROKE PINES, FLORIDA 33028

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 shares at no par value.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are: NESTOR WETTER at 2290 NW 171 TERRACE, PEMBROKE PINES, FLORIDA 33028.

ARTICLE V INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation are:

PHILIP KARNHILL at 1802 N UNIVERSITY DRIVE, SUITE 100A, PLANTATION, FLORIDA 33322

DIRECTORS

The corporation shall have one (1) director, and the initial director shall be elected by the shareholders at the first general meeting.

Signature/Incomporator

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/Registered Agent