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TRANSMITTAL LETTER

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

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-02/23/00--01012--016  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: ISG INVESTMENTS, INC.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate of Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: JONATHAN LEINWAND  
Name (Printed or typed)

1100 RIVER BIRCH ST.  
Address

HOLLYWOOD, FL 33019  
City, State & Zip

954-924-1567  
Daytime Telephone number

FILED  
2000 FEB 29 PM 12:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

[Signature] GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT art IV  
DATE 3/8  
DOC. EXAM [Signature]

AR 3/8

FILED

2000 FEB 29 PM 12: 43

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
ISG INVESTMENTS, INC.**

The undersigned, acting as Incorporator of a Florida corporation under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation.

**ARTICLE I -- NAME**

The name of the Corporation is **ISG INVESTMENTS, INC.**

**ARTICLE II -- PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be: 21150 Pointe Place, Suite 3102, Aventura Florida 33180.

**ARTICLE III -- CAPITAL STOCK**

3.1 The Corporation is authorized to issue 100 shares of Common Stock, par value \$0.0001.

3.2 The Corporation shall not be subject to the provisions of Florida Statute §607.0902 (Control Share Acquisition).

**ARTICLE IV -- INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial Registered Agent is:

JONATHAN LEINWAND  
1100 River Birch Street  
Hollywood, Florida 33019

**ARTICLE V -- PURPOSE**

This corporation is organized for the purpose of transacting any lawful business.

**ARTICLE VI -- INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) directors initially. The number of directors may be either increased or diminished from time to time, in accordance with the by-laws of the corporation, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Joanne Broeders	934 The East Mall Etobicoke, ON Canada M9B 6J9

**ARTICLE VII -- BY-LAWS**

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

**ARTICLE VIII -- INDEMNIFICATION**

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

**ARTICLE IX -- AMENDMENTS**

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

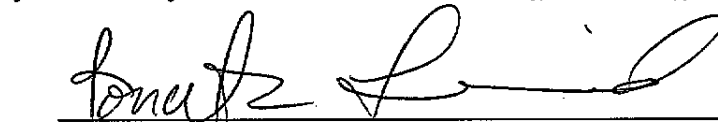
**ARTICLE X -- INCORPORATOR**

The name and address of the person signing these Articles is:

Name  
Jonathan D. Leinwand

Address  
1100 River Birch Street,  
Hollywood, Florida 33019

IN WITNESS WHEREOF, the undersigned has executed these Articles of  
Incorporation this 24 day of February, 2000.

  
\_\_\_\_\_  
Jonathan D. Leinwand, INCORPORATOR

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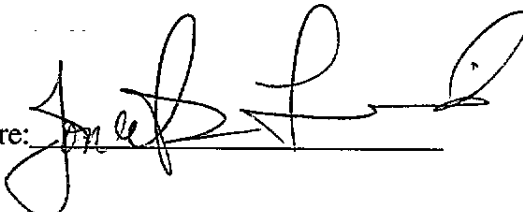
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**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE** SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, 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: ISG INVESTMENTS INC.
2. The name and address of the Registered Agent and office is:

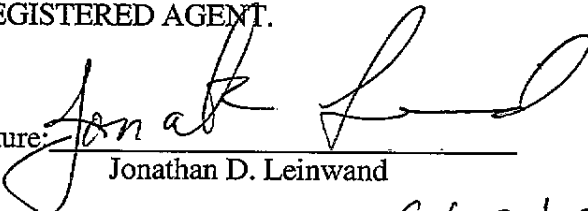
JONATHAN LEINWAND  
1100 River Birch Street  
Hollywood, Florida 33019

Signature: 

Title: Incorporator

Date: February 24, 2000

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:   
Jonathan D. Leinwand

Date: March \_\_\_\_\_, 1999 Feb 24, 2000