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LAW OFFICES OF
BORNSTEIN & SMITH
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

2138 HOLLYWOOD BOULEVARD
HOLLYWOOD, FLORIDA 33020-6716

MARVIN T. BORNSTEIN
BOARD CERTIFIED IN WILLS,
TRUSTS AND ESTATES LAW
BOARD CERTIFIED IN TAX LAW
STEVEN H. SMITH

TELEPHONE (954) 925-3538
TELEFAX (954) 925-5661

March 2, 2000

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*****70.00 *****70.00

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

Re: Incorporation of OVERSEAS MARKETING, INC.

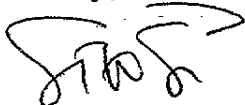
Dear Sir/Madam:

Enclosed please find an original and copy of the Articles of Incorporation of OVERSEAS MARKETING, INC., together with my trust account check in the amount of \$70.00 to cover the cost of filing same.

Please forward the conformed copy to this office at your earliest convenience.

Thank you for your prompt attention to this matter

Cordially,



STEVEN H. SMITH
SHS:ajl
Enc.

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00 MAR -6 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
OVERSEAS MARKETING, INC.

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge, and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of Florida.

ARTICLE I
CORPORATE NAME

The name of the corporation shall be OVERSEAS MARKETING, INC.

ARTICLE II
CORPORATE PURPOSE

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III
CAPITAL STOCK

The aggregate number of shares that the corporation has authority to issue is 100 shares, all of which shall be common shares without par value.

All said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation. The payment thereof does not have to be at the time of issuance, provided that said shares are subject to calls thereon until the whole consideration thereof shall have been paid.

ARTICLE IV
CAPITAL STRUCTURE

The amount of capital with which this corporation shall commence business shall not be less than \$100.

ARTICLE V
PREEMPTIVE RIGHTS

There shall be no preemptive rights of any stock hereby issued or hereafter issued.

ARTICLE VI
DURATION

This corporation is to exist perpetually.

ARTICLE VII
INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office of this corporation is 5011 Sago Palm Circle, Tamarac, Florida 33319.

OVERSEAS MARKETING, INC. has named Marvin T. Bornstein, Esq., located at 2138 Hollywood Boulevard, Hollywood, Florida 33020 as its Registered Agent to accept service of process within this state.

The Board of Directors may from time to time move the principal offices to any other address in Florida.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

This corporation shall initially have one (1) Directors. The number of Directors may be increased or diminished from time to time, by By-Laws adopted by the Stockholders, but shall never be more than three (3).

The names and addresses of the initial Directors are:

HASSAN EL-ABED
5011 Sago Palm Circle
Tamarac, FL 33319

ARTICLE IX
INCORPORATOR

The name and post office address of the subscriber to these Articles of Incorporation is:

HASSAN EL-ABED
5011 Sago Palm Circle
Tamarac, FL 33319

ARTICLE X
AMENDMENT OF ARTICLES

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 Incorporator has executed these Articles of Incorporation this 1st day of ~~February~~, 2000.


HASSAN EL-ABED
Incorporator

STATE OF FLORIDA
COUNTY OF BROWARD

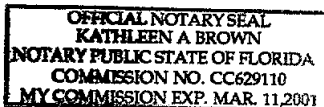
I HEREBY CERTIFY that on this day, before me, a Notary Public authorized in the state and county aforesaid to take acknowledgments personally appeared HASSAN EL-ABED, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County of Broward, State of Florida, this 1st day of ~~February~~, 2000.

TO PRESENTED
FLA DL E 413-328-48-421-0


Notary Public, State of Florida

My commission expires:



FILED
00 MAR -6 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING REGISTERED AGENT
UPON WHICH PROCESS MAY BE SERVED.

In pursuance of Chapter 48.901 Florida Statutes, the
following is submitted, in compliance with said act:

First--that OVERSEAS MARKETING, INC., desiring to organize under the laws of the
State of Florida, with its principal office in the City of Tamarac, County of Broward,
State of Florida, has named Marvin T. Bornstein, Esq. located at 2138 Hollywood
Boulevard, Hollywood, Florida, 33020, as its Registered Agent to accept service of
process within the state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation,
at the place designated in this Certificate, I hereby accept to act in this capacity, and agree
to comply with the provision of said Act relative to keeping open said office.


MARVIN T. BORNSTEIN