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420 SO. DIXIE HIGHWAY, SUITE 4B
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AREA CODE 305
661-1029
FAX 255-8923

May 17, 2000

FILED
00 MAY 19 AM 11:58
REGISTRY OF STATE
TALLAHASSEE, FLORIDA

DEBRA M. RUBIN
MICHAEL A. RUBIN

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

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*****78.75 *****78.75

Re: Suleica-Martin, Inc.

Dear Sir or Madame:

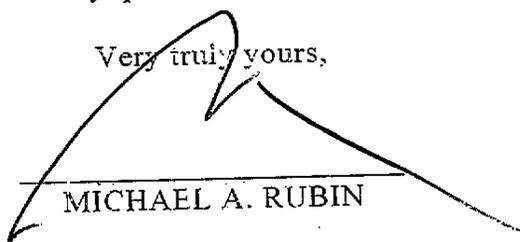
Enclosed please find the original and one copy of the Articles of Incorporation including Certificate of Registered Agent for the above referenced corporation.

Also enclosed, please find my check in the amount of \$78.75. Said check represents the filing fee of \$35.00, registered agent fee of \$35.00, certified copy of the Articles of Incorporation & Registered Agent Certificate \$8.75

If the enclosed meet with your approval, kindly return the certified copy of the Articles and Certificate Designating Registered Agent in the enclosed self addressed stamped envelope which has been provided for your convenience.

Thank you very much for your help in this matter. Please do not hesitate to contact me in the event you have any questions or need any additional information.

Very truly yours,



MICHAEL A. RUBIN

MAR:dr
Encs.

S:\CLIENTS\Suleica-Martin.Corp\SEC-ST LTR

D. BROWN MAY 26 2000

**ARTICLES OF INCORPORATION
OF
SULEICA-MARTIN, INC.**

The undersigned, acting as Incorporator, hereby forms a corporation under Chapter 607 of the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation:

00 MAY 19 AM 11:58

ARTICLE I. NAME

The name of the corporation is: *SULEICA-MARTIN, INC.*

ARTICLE II. PRINCIPAL ADDRESS AND MAILING ADDRESS

The street address of the initial principal office and the mailing address of the corporation is:

c/o MICHAEL A. RUBIN, ESQ.
420 So. Dixie Highway, Suite #4B
Coral Gables, FL 33146

ARTICLE III. NATURE OF BUSINESS

The purpose of this corporation is to engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other State, country, territory or nation.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue is 100 shares of common stock having a par value of \$.01 per share.

ARTICLE V. PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares and securities convertible into shares of any class, kind or series of stock in this corporation that may from time to time be issued whether or not presently authorized, including shares from the treasury of this corporation, in the ratio that the number of shares said shareholder holds at the time of issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting said shareholder to exercise his or her preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE VI. REGISTERED AGENT

The name and street address of the initial registered agent and office of this corporation is:
MICHAEL A. RUBIN, ESQ.
420 So. Dixie Highway, Suite #4B
Coral Gables, FL 33146.

ARTICLE VII. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VIII. INITIAL INCORPORATOR

The name and address of the initial Incorporator is:

MICHAEL A. RUBIN, ESQ.
420 So. Dixie Highway, Suite #4B
Coral Gables, FL 33146.

ARTICLE IX. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two (2) Directors initially. The names and addresses of the initial directors are:

SULEICA JASMINE VARGAS - 6505 Caballerro Blvd.
Coral Gables, FL 33146

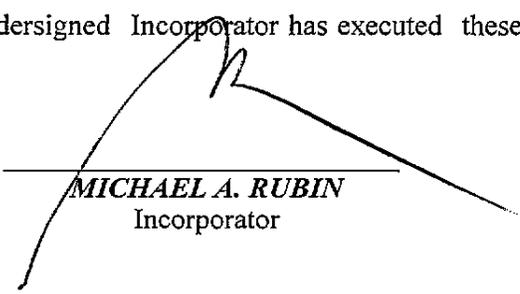
DAN BEST - 6505 Caballerro Blvd.
Coral Gables, FL 33146

ARTICLE X. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

PRESIDENT:	SULEICA JASMINE VARGAS
VICE-PRESIDENT:	DAN BEST
SECRETARY:	DAN BEST
TREASURER:	DAN BEST

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 17th day of May, 2000.

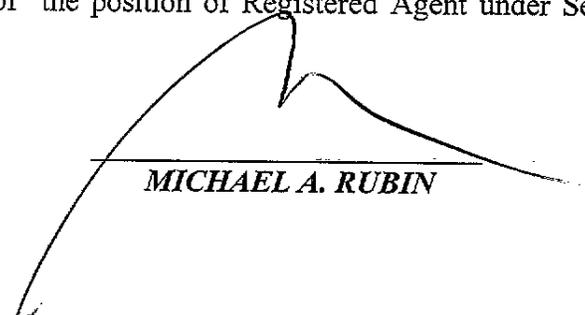


MICHAEL A. RUBIN
Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF
INCORPORATION OF SULEICA-MARTIN, INC.**

RECEIVED
00 MAY 19 AM 11:58
STATE OF FLORIDA

MICHAEL A. RUBIN, ESQ., having a business office located at 420 South Dixie Highway, Suite #4B, Coral Gables, Florida 33146, having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of SULEICA-MARTIN, INC., is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



MICHAEL A. RUBIN