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Florida Department of State
Division of Corporations
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To: Division of Corporations
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From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

ENZO FERRINI, CORP.

| | |
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ARTICLES OF INCORPORATION

OF

ENZO FERRINI, CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS IS TO CERTIFY that we, the undersigned incorporators, for the purposes of forming a corporation under the Florida Statutes, do hereby make, subscribe, acknowledge and file these Articles of Incorporation and we do hereby certify:

I.

The name of the corporation shall be ENZO FERRINI, CORP. Its principal place of business shall initially be 7737 SW 102 Place, Miami, Florida 33173, with branch offices at such places, such states and foreign countries as the Board of Directors may from time to time by resolution provide. The corporation shall have perpetual existence.

II.

The general nature of the business to be conducted and transacted by the corporation and its purpose shall be as follows:

(a) The general objects and purposes for which the corporation is organized is to engage in the buying and selling of commercial products as well as their import and export, manufacturing, production, installation, sale and marketing, Miami-Dade, Monroe, Collier and Broward Counties, the State of Florida and all of the United States and further, to do such other things as may be permitted by the laws of the United States and the State of Florida.

THIS INSTRUMENT PREPARED BY:

GARY S. RACKEAR, ESQUIRE, FLORIDA BAR NO. 220590

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(b) To acquire by purchase, subscription or otherwise and mortgage, pledge or otherwise dispose of bonds, notes or other securities or evidences of indebtedness and the shares of capital stock created and issued by any other corporation or corporations, association or associations and to purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of any bonds or other securities or evidences of indebtedness created or issued by any other corporation or corporations, association or associations and, while the owner of such stock, to exercise all rights, powers and privileges of such ownership, including the right to vote the same and to do any and all lawful acts or things designed to protect, preserve, improve or enhance the value of any such bonds, stocks or other securities or evidences of indebtedness and to guarantee dividends upon the share of the capital stock of any other corporation in which this corporation, at the time, may be interested as a stockholder thereof and to endorse or otherwise guarantee the principal and interest, or either thereof, of notes, bonds or other evidences of indebtedness created of issue by such corporation; to deal in its own stock, bonds or evidences of indebtedness; to operate a general brokerage business.

(c) To lend, borrow money, be a surety, execute bail bonds and to execute and deliver, accept, take and receive notes, bonds, debentures or other securities or other evidences thereof and mortgages.

(d) To acquire, enjoy, utilize and dispose of patents, copyrights and trademarks any licenses or other rights or interests therein and thereunder; to act as fiscal or financial agent, broker or general representative and as attorney-in-fact

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of and for individuals, corporation and inter-insurance or reciprocal companies and as general or special agent for the placing and handling of all classes of insurance, including life, fire, tornado, accident, theft and branches of insurance incident thereto.

(e) To conduct a general manufacturing business; to buy, sell, trade or barter in all types, kinds and descriptions of manufactured products or raw materials; to maintain and operate a retail and wholesale merchandising business; to be a general contractor or builder or carry on any type of business related thereof; to purchase and sell mills, land, standing timber, logs and lumber; to engage in scientific research and development of all types; to produce, buy, sell and market agricultural products, to own, operate and engage in the airline, airport, steamship, bus, trucking or any other type of transportation business; to own and operate a radio or television station or engage in any type of communication of newspapers, magazines and any and all types of kindred enterprises; to own and maintain and operate a school, educational or amusement business; to engage in the hotel, restaurant, garage, mining, oil, travel, building, contracting or salvage business or any similar or related type of business and to operate an export or import business.

(f) To do all acts and things necessary, suitable, convenient or proper for the accomplishment of any of the purposes before or hereinafter enumerated or incidental to the powers herein named, or which shall, at any time, appear conducive or expedient for the benefit or protection of the corporation, either as holders of, or interested in, any property or otherwise, with all the powers which are

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now or may hereinafter be conferred by the laws of the State of Florida or of these United States of America.

(g) To own, lease, buy or sell real property whether located in the State of Florida, the other States of the United States of America or foreign countries or planetary objects.

III.

The aggregate number of shares that the corporation shall have the authority to issue is ONE THOUSAND (1000) shares at ONE (\$1.00) DOLLAR per share par value.

IV.

The amount of capital with which the corporation shall begin shall be ONE THOUSAND 00/100 (\$1000.00) DOLLARS.

V.

The initial street address in Florida of the principal office of the corporation is 7737 SW 102 Place, Miami, Florida 33173, and the name of the initial Registered Agent shall be GARY S. RACKEAR, ESQUIRE, whose address is 5975 Sunset Drive, Suite 604, South Miami, Florida 33143-5174.

VI.

The initial Board of Directors shall consist of a minimum of one (1) member and no more than five (5) members who shall not be required to be residents of the State of Florida nor need be shareholders of the corporation.

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VII.

The initial director will be NELSON FERRIN, 7737 SW 102 Place, Miami, Florida 33173, who shall serve as president until the first annual meeting of the shareholders or until his successor shall have been elected and qualified.

VIII.

The name and address of the initial subscribers to the corporation is, NELSON FERRIN, 7737 SW 102 Place, Miami, Florida 33173

IX.

A two-thirds (2/3) vote of the shareholders of this corporation shall be required for shareholder action.

X.

The shareholders shall have the power to adopt, amend, alter, change or repeal these Articles of Incorporation when proposed and approved at a shareholder meeting or other meeting specially called therefore, by not less than two-thirds (2/3) vote of the common stock.

XI.

The shareholders of this corporation shall have preemptive rights to acquire un-issued or treasury shares of this corporation or securities of this corporation convertible into or carrying a right to subscribe to or acquire shares. All common shares of this corporation shall be subject to restrictive rights.

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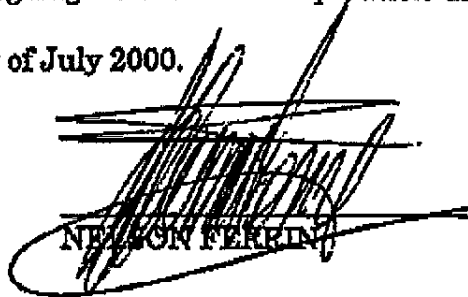
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GARY S. RACKEAR, ESQUIRE; FLORIDA BAR NO. 220390

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IN WITNESS WHEREOF, I have hereunto set my hand and seal,
acknowledged and filed these foregoing Articles of Incorporation under the laws of
the State of Florida this 18 day of July 2000.


NELSON FERRINI

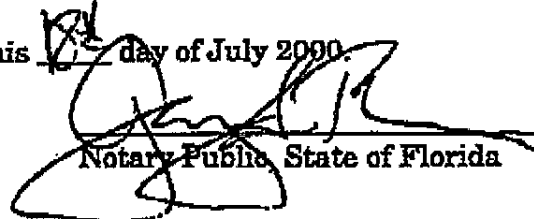
STATE OF FLORIDA

:SS

COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, personally appeared NELSON
FERRINI who is personally known to me to be the person described in and who
subscribed to the above Articles of Incorporation of ENZO FERRINI, CORP., and
she after taking oath, did freely and voluntarily acknowledge before me, according
to law, that she made and subscribed the same for the uses and purposes therein
mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at South
Miami, Miami-Dade County, Florida, this 18 day of July 2000.


Notary Public, State of Florida

Printed Name of Notary Public



Gary S. Rackear
Commission # 00246337
Expires Aug. 3, 2003
Bonded Third
Atlantic Bonding Co., Inc.

My commission expires:

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OATH OF REGISTERED AGENT

STATE OF FLORIDA

: SS

COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, personally appeared GARY S. RACKEAR, ESQUIRE, whose address is 5975 Sunset Drive, Suite 604, South Miami, Florida 33143-5174, having been named to accept service of process for ENZO FERRINI, CORP., at the above address, hereby accepts to act in this capacity and agrees to comply with the provisions of said act relative to keeping open said office.


GARY S. RACKEAR, ESQ.

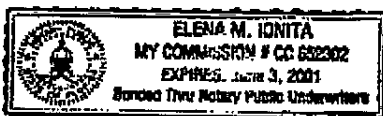
Sworn and subscribed to before me at Miami, Dade County, Florida, this 18th day of July 2000, by GARY S. RACKEAR, ESQ., who is personally known to me and took an oath.


Notary Public, State of Florida

Elena M. Ionita
Printed Name of Notary Public

My Commission expires:

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