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FLORIDA PROFIT CORPORATION OR P.A.

BELTS, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 24, 2000

FAS-T

SUBJECT: BELTS, INC.
REF: W00000020896

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Articles of Incorporation
of
Belts, Inc.

ARTICLE I

The name of the corporation is Belts, Inc.

ARTICLE II

The main purpose of the corporation is to invest in promising business ventures. Notwithstanding the foregoing, the corporation may engage in any and all activities and businesses permitted under the laws of the United States and of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share. Shares held by the initial shareholders and subsequent shareholders may not be resold or otherwise transferred to other persons or hypothecated in any manner unless shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation. The treasury stock of the corporation may only be issued with the approval of the shareholders.

ARTICLE IV

The existence of the corporation shall be perpetual. Corporate existence shall commence on the date these Articles are filed by the Department of State of the State of Florida.

ARTICLE V

The street address of the principal place of business of the corporation is 4201 S.W. 11th Street, Miami, Florida 33134. The Board of Directors may, from time to time, move the principal office to any other address.

ARTICLE VI

The corporation shall have two directors initially. The number of directors may be increased or diminished from time to time pursuant to the Bylaws of the corporation, but shall not be less than one nor more than five.

The names and post office address of the initial Board of Directors of this corporation, who, subject to the provisions of these Articles of Incorporation, the Bylaws of this corporation and the laws of this State of Florida, shall hold office the first year of this corporation's existence, or until their successors are elected and have been qualified, are:

1. Jeffrey Schwartz - Director
4201 S.W. 11th Street
Miami, Florida 33134
2. Esthela Schwartz - Director
4201 S.W. 11th Street
Miami, Florida 33134

ARTICLE VII

The names and post office address of each incorporator signing these Articles is:

1. Jeffrey Schwartz
4201 S.W. 11th Street
Miami, Florida 33134
2. Esthela Schwartz
4201 S.W. 11th Street
Miami, Florida 33134

ARTICLE VIII

The names and post office address of the officers of this corporation, who shall hold office for the first year of the corporation, or until their successors are elected or appointed and have qualified, are as follows:

1. Jeffrey Schwartz - President
4201 S.W. 11th Street
Miami, Florida 33134
2. Esthela Schwartz - Vice President
4201 S.W. 11th Street
Miami, Florida 33134

ARTICLE IX

The address of the corporation's initial registered office is 4201 S.W. 11th Street, Miami, Florida 33134 and the name of its initial registered agent at said address is Luis E. Diaz, Esq.

ARTICLE X

Members of the Board of Directors or of any Executive Committee thereof shall be deemed present at a meeting of such Board or Committee if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time, is used.

ARTICLE XI

A director shall not be prohibited or disqualified from voting on any issue, at any time, by reason of the fact that the issue under consideration may involve such director personally, directly or indirectly, or that it may involve any person, firm, corporation or other entity in which such director has such a direct or indirect interest.

ARTICLE XII

Fifty-one (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one (51%) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIII

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

ARTICLE XIV

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors, subject to the approval of the shareholders.

ARTICLE XV

The approval of the shareholders of this corporation to any plan or merger shall be required in every case whether or not such approval is required by law.

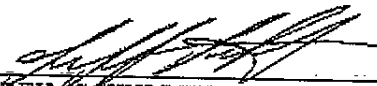
ARTICLE XVI

The shareholders of this corporation shall have the exclusive authority to fix the compensation of the directors of this corporation.

ARTICLE XVII

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law. EXECUTED at Miami, Florida, this 28 day of AUGUST, 2000.

By:


JEFFREY SCHWARTZ

Print Name:

JEFF SCHWARTZ

By:


ESTHELA SCHWARTZ

Print Name:

Esthela Schwartz

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**CERTIFICATE DESIGNATING RESIDENT AGENT
AND REGISTERED OFFICE**

In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

Belts, Inc., desiring to organize under the laws of the State of Florida, hereby designates Luis E. Diaz, Esq. its registered agent and 4201 S.W. 11th Street, Miami, Florida 33134 as its registered office.

ACCEPTANCE

Having been named as registered agent for the above named corporation, I hereby agree to act in such capacity for such corporation at its registered office.


Luis E. Diaz

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