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Benedicte Nemorin
860 N.E. 109th Street
Miami, Florida 33161

September 5, 2000

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

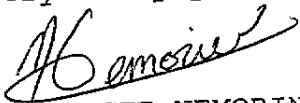
RE: Articles of Incorporation of BENEDICTE NEMORIN, INC.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation and a check in the amount of \$78.75 for the above referenced Florida corporation. Please return a stamped copy to me in the enclosed self-addressed, stamped envelope.

Should you have any questions, please feel free to contact me.

Very truly yours,


BENEDICTE NEMORIN

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ARTICLES OF INCORPORATION

OF

BENEDICTE NEMORIN, INC.

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be BENEDICTE NEMORIN, INC.

ARTICLE II

Address of Corporation

The mailing address and principal office location of the Corporation shall be:

BENEDICTE NEMORIN, INC.
860 N.E. 109th Street
Miami, Florida 33161

ARTICLE III

Nature of Business

The general nature of the business and the activity to be transacted and carried on by this Corporation is to carry on any and all lawful business operations.

ARTICLE IV

Stock

The designation of shares, the authorized number of shares and the par value of the capital stock of the Corporation shall be as follows:

<u>Designation of</u> <u>Class</u>	<u>Number of Shares</u>	<u>Per Value</u> <u>Per Share</u>
Common Stock	500	\$.01 Par

The holders of the Common Stock shall have voting rights of one vote per share except as otherwise provided by applicable law.

ARTICLE V

Incorporator

The name and street address of the Incorporator of this Corporation is as follows:

Benedicte Nemorin
860 N.E. 109th Street
Miami, Florida 33161

ARTICLE VI

Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VII

Address of Registered Office and Registered Agent

The street/mailling address of the initial registered office of this Corporation in the State of Florida shall be 860 N.E. 109th Street, Miami, Florida 33161. The name of the initial registered agent of the Corporation at the above address shall be Benedicte Nemorin. The Board of Directors may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

ARTICLE VIII

Number of Directors

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

ARTICLE IX

Initial Board of Directors

The name and street address of the initial Board of Directors of this Corporation, who shall hold office until the first annual meeting of shareholders, and thereafter until her successors are elected, is as follows:

Benedicte Nemorin
860 N.E. 109th Street
Miami, Florida 33161

ARTICLE X

Officers

The Corporation shall have a President, a Secretary and a Treasurer and may have additional and assistant officers including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. A person may hold more than

one office.

ARTICLE XI
By-Laws

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-Laws.

ARTICLE XII
Indemnification of Directors
and Officers

The Corporation shall indemnify any employee, Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding to the fullest extent permitted by law.

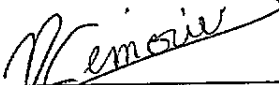
ARTICLE XIII
Financial Information

The Corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its shareholders on a quarterly basis. The corporation shall not be required to file a balance sheet or profit and loss statement in its registered office. These provisions shall be deemed to have been ratified by the shareholders each year hereafter unless a resolution to the contrary has been adopted by the shareholders.

ARTICLE XIV
Amendment


These Articles of Incorporation may only be amended by a majority of the shareholders.

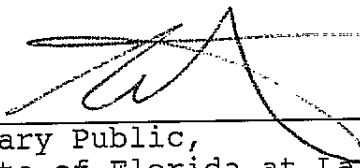
.IN WITNESS WHEREOF, the undersigned, being the original
subscribing incorporator to the foregoing Articles of Incorporation
has hereunto set his hand and seal this 5th day of September, 2000.


_____(SEAL)
Benedicte Nemorin
Incorporator

STATE OF FLORIDA)
)
COUNTY OF DADE)

I HEREBY CERTIFY that the foregoing instrument was
acknowledged before me this 5th day of September, 2000, by
BENEDICTE NEMORIN who is personally known to me and who did not
take an oath.

 Todd M Wernstrom
My Commission CC674945
Expires September 08, 2001



Notary Public,
State of Florida at Large

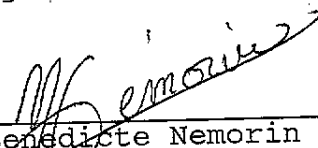
Printed Name of Notary Public

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes Sections 48.091 and 607.034, the following is submitted:

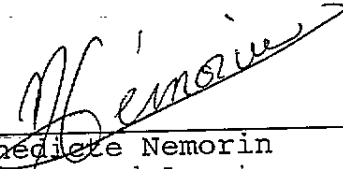
BENEDICTE NEMORIN, INC., desiring to organize as a corporation under the laws of the State of Florida, has designated 860 N.E. 109th Street, Miami, Florida 33161 as its initial Registered Office and has named Benedicte Nemorin, located at said address, as its initial Registered Agent.

BY: _____


Benedicte Nemorin
Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office.

BY: _____


Benedicte Nemorin
Registered Agent