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September 20, 2000

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32314

RE: WinFrie Developers, Inc.
Irwin Efron Holdings, Inc.

Dear Sir:

Enclosed are the original Articles of Incorporation for filing both of the above referenced corporations. I have also included my check number 17927 in the sum of \$140.00 to cover the filing fee cost.

A self addressed stamped envelope is provided for the return of the incorporation certificate and stamped copy of the Articles.

Should you need any other information, please do not hesitate to contact me.

Very truly yours,

Deborah Fischer Rugg

DFR/sr
Encl.

100003403701
-09/25/00-01149-018
****140.00 *****70.00

9.26

ARTICLES OF INCORPORATION

OF

WinFrie Developers, Inc.

**ARTICLE I
NAME**

The name of the corporation shall be: **WinFrie Developers, Inc.**

The principal address is: 1447 N.E. 4th Avenue, Fort Lauderdale, Florida 33304

**ARTICLE II
PURPOSE**

To engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE III
CAPITAL STOCK**

The corporation is authorized to issue 1,000 shares of common stock, at \$.001 par value. The common stock of the corporation shall have the following characteristics:

- (a) At all meetings of the stockholders, the voting common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a voting common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.
- (b) Except as otherwise provided by law, the entire voting power for the election of the directors and for all other purposes shall be vested exclusively in the holders of the outstanding voting common stock.

**ARTICLE IV
TERMINATION OF EXISTENCE**

This corporation shall have perpetual existence commencing on the date of filing these Articles of Incorporation with the Secretary of the State of the State of Florida.

FILED
00 SEP 25 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of this corporation is Woody Friese, 1447 N.E. 4th Avenue, Fort Lauderdale, Florida 33304. The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased from time to time in accordance with the By-Laws but shall never be less than one (1).

The name and address of the initial director of this corporation is:

WOODY FRIESE	1447 N.E. 4th Avenue Fort Lauderdale, Florida 33304
IRWIN EFRON	1447 N.E. 4th Avenue Fort Lauderdale, Florida 33304

ARTICLE VII
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law. The approval of holders of a majority of the shares of voting common stock shall be required for any amendment or repeal.

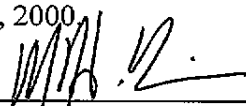
ARTICLE VIII
CLASS VOTE

Any merger, reorganization, consolidation, recapitalization, or dissolution of the Corporation shall require the approval of holders of a majority of the shares of voting common stock.

**ARTICLE IX
INCORPORATOR**

The name and street address of the person signing these Articles is: Woody Friese, 1447 N. E. 4th Avenue, Florida 33304.

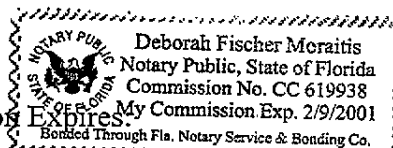
IN WITNESS WHEREOF, the undersigned subscriber and registered agent has executed these Articles of Incorporation this 18 day of SEPT., 2000.



Initial Subscriber and Incorporator
WOODY FRIESE

STATE OF FLORIDA)
)ss:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 18th day of September, 2000, by Woody Friese, who is personally known to me.

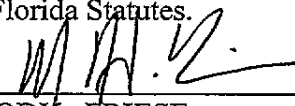
My Commission Expires:  Deborah Fischer Moraitis
Notary Public, State of Florida
Commission No. CC 619938
My Commission Exp. 2/9/2001
Bonded Through Fla. Notary Service & Bonding Co.



Notary Public, State of Florida

ACCEPTANCE OF REGISTERED AGENT

Having been designated to accept service of process of the above-stated corporation, at the place set forth hereinabove. I hereby accept such designation and agree to act in such capacity and to comply with all provision of Section 607.0501 of the Florida Statutes.

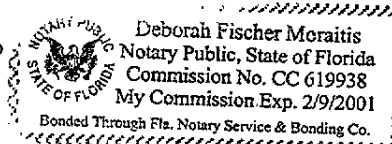


WOODY FRIESE
Registered Agent

STATE OF FLORIDA)
)ss:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 18th day of September, 2000, by Woody Friese, who is personally known to me.

My Commission Expires:
F:\CLIENT\00818\00-13731\WINFRIE.AJO

 Deborah Fischer Moraitis
Notary Public, State of Florida
Commission No. CC 619938
My Commission Exp. 2/9/2001
Bonded Through Fla. Notary Service & Bonding Co.



Notary Public, State of Florida