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Law offices
of

Larry O. Schatzman, P.A.

01 MAR -2 PM 12:03

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Larry O. Schatzman

1110 Brickell Avenue
Suite 504

Miami, Florida 33131

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February 27, 2001

Secretaty of State
Division of Corporations
Corporate Records
P.O. Box 6327
Tallahassee, FL. 32314

~~HAND DELIVERED~~

RE: Waterford Capital corp.

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-03/02/01--01047--021
*****87.50 *****87.50

Gentlepersons,

Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced entity, together with a check for \$87.50. Kindly file the atricles and return a certified copy to this office.

Thank you.

Sincerely,

Larry O. Schatzman

Daw 3/7/01
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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE FLORIDA

WATERFORD CAPITAL CORP.

BY THESE ARTICLES OF INCORPORATION, the Incorporator forms a corporation for profit under Florida law.

ARTICLE I

NAME

The name of this corporation is WATERFORD CAPITAL CORP., and its mailing address shall be 1110 Brickell Avenue, Suite 504, Miami, FL 33131.

ARTICLE II

TERM

This corporation shall commence existence on the subscription and acknowledgment of these Articles, except that in the event the Articles are not filed with the Secretary of State within five (5) days, exclusive of legal holidays, after subscription and acknowledgment hereof, corporate existence shall commence upon filing and shall exist perpetually.

ARTICLE III

PURPOSE

The purpose of this corporation is to transact any or all lawful businesses for which corporations may be incorporated under Chapter 607 of the Florida Statutes and any amendments or successor Statutes thereto.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 500 shares of common stock with a par value of \$1.00 per share.

ARTICLE V

REGISTERED AGENT

The initial Registered Agent for this corporation is LARRY O. SCHATZMAN and the initial Registered Office is 1110 Brickell Avenue, Suite 504, Miami, FL 33131.

ARTICLE VI

DIRECTORS

This corporation shall have a Board of Directors of at least one (1) director initially. The number shall be fixed by the By-Laws and may be changed from time to time in accordance therewith.

ARTICLE VII

INITIAL DIRECTORS

The names and addresses of the members of the first Board of Directors are:

Manuel A. Huerta, Jr.
1110 Brickell Avenue,
Suite 504
Miami, FL. 33131

ARTICLE VIII

INDEMNIFICATION

The Corporation shall indemnify any officer and Director, including former officers and Directors, in the manner set out and provided for pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

ARTICLE IX

AMENDMENT

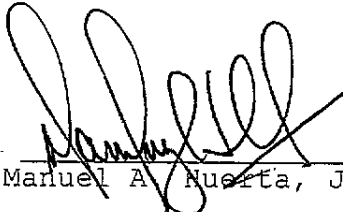
This Corporation reserves the right to repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE X

INCORPORATOR

The name and address of the person signing these Articles is Manuel A. Huerta, Jr., 1110 Brickell Avenue, Suite 504, Miami, FL 33131.

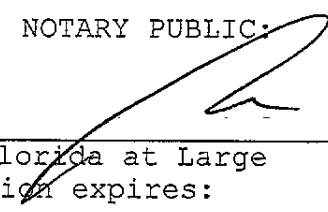
DATED: February 27, 2001


Manuel A. Huerta, Jr., Incorporator

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 27th day of February, 2001 by Manuel A. Huerta, Jr., as incorporator, who is personally known to me and did take an oath.

NOTARY PUBLIC:

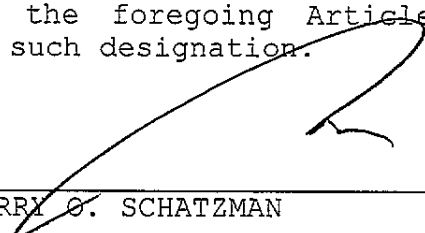
Signature: 
State of Florida at Large
My commission expires:



Larry O. Schatzman
Commission # CC 922530
Expires March 26, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

CONSENT OF REGISTERED AGENT

Having been named as Registered Agent for this corporation at the Registered Office designated in the foregoing Articles of Incorporation, the undersigned accepts such designation.


LARRY O. SCHATZMAN

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TALLAHASSEE FLORIDA