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To:
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Account Name : EMPIRE CORPORATE KIT COMPANY
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FLORIDA PROFIT CORPORATION OR P.A.

F1 SOLUTIONS, INC.

Certificate of Status	0
Certified Copy	0
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01 MAY 23 PM 4: 03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

McKnight

MAY 23 2001

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**ARTICLES OF INCORPORATION
OF**

F1 SOLUTIONS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation shall be:

F1 SOLUTIONS, INC.

The address of the principal office of this Corporation shall be: 1817 South Ocean Drive, #PH25, Hallandale, Florida 33009, and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is (1,000) shares of common stock having \$1.00 par value per share.

Prepared by: Law Offices of Irina Nemtsev, P.A.
20801 Biscayne Boulevard, Suite 505
Aventura, FL 33180
(305) 933-0523
FL Bar No.: 0086037

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ARTICLE IV. SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the right of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the corporation.

ARTICLE V. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation shall be 20801 Biscayne Boulevard, Suite 505, Aventura, Florida 33180, and the name of the initial registered agent of the Corporation at that address is IRINA NEMTSEV, ESQ.

ARTICLE VI. TERMS OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VII. OFFICERS AND DIRECTORS

This Corporation shall have one [1] director. The name and street address of the initial directors who shall hold office for the first year of the Corporation, or until her successor is elected or appointed is:

INNA SYROYEZHKO
Director

1817 S.Ocean Drive, #PH25
Hallandale, FL 33009

ARTICLE VIII. BY-LAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make,

alter, amend or repeal the Bylaws of the Corporation.

ARTICLE IX. EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE X. AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

ARTICLE XI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Irina Nemtsev, Esq.

20801 Biscayne Boulevard
Suite 505
Aventura, FL 33180

IN WITNESS WHEREOF, the undersigned subscribing incorporator has hereunto set her hand and seal on this 22nd day of May, 2001.

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Irina Nemtsev
 Irina Nemtsev, Esq.
 Incorporator

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

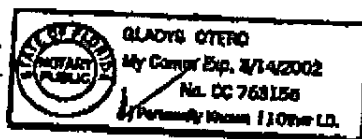
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STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

The foregoing Articles of Incorporation of **F1 SOLUTIONS, INC.** was acknowledged before me this 22 day of May, 2001, by Irina Nemtsev, Esq. who is personally known to me.

Gladys Otero
 NOTARY PUBLIC
 My Commission Expires:



ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at place designated in the Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: May 22, 2001

Irina Nemtsev
 IRINA NEMTSEV, ESQ.

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