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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 15, 2001

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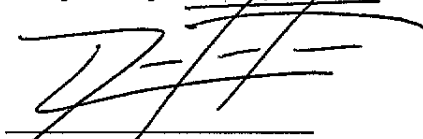
Secretary of State
Division of Corporations
P.O. Box 65327
Tallahassee, Florida 32314

Re: P. F. Solutions Corp.

Enclosed please find the original and one copy of the Articles of Incorporation, together with a check in the amount of 78.75.

This represents the cost of the filing fees, certificate copy of articles of Incorporation and fee for Register Agent Designation for the above named corporation.

Very Truly Yours,



Javier Perez
5300 NE 24th Terrace Suite 529C
Ft. Lauderdale, Florida 33308
954-351-0276

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

***ARTICLES OF INCORPORATION
of
P.F.SOLUTIONS CORP.,***

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Delaware, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of this corporation is P.F.Solutions Corp.,.

**ARTICLE II
INITIAL PRINCIPAL OFFICE**

The mailing address of the corporation's initial principal office is:

5300 NE 24th Terrace Suit 529C
Fort Lauderdale, FL 33308

**ARTICLE III
SHARES**

The total number of shares which the corporation shall have authority to issue is 500 shares with a par value of \$1.00 per share.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Javier Perez
5300 NE 24th Terrace Suit 529C
Broward County
Fort Lauderdale, FL 33308

**ARTICLE V
PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

**ARTICLE VI
DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

Javier Perez
5300 NE 24th Terrace Suit 529C
Fort Lauderdale, FL 33308

Marc A Estrada
5840 Johnson
Hollywood, FL 33021

Viky Willian
3905 W Davie Blv
Fort Lauderdale, FL 33312

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

**ARTICLE VII
LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE VIII OTHER PROVISIONS

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

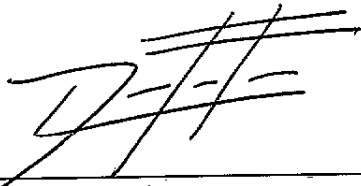
Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Corporate Seal. The corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.



Javier Perez, Incorporator
5300 NE 24th Terrace Suit 529C
Fort Lauderdale, FL 33308

State of Florida, County of Miami Dade, ss:

Subscribed and sworn to (or affirmed) before me this 15 day of OCTOBER,
2001.


Notary Public



Marco Olarte
Commission # CG 839431
Expires May 23, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION

REGISTERED AGENT / REGISTERED OFFICE

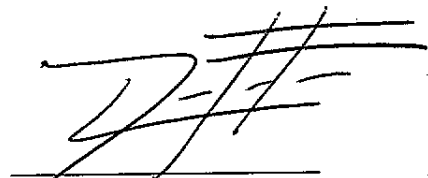
P.F. SOLUTIONS CORP.
Name of Corporation

Pursuant to Florida Status Section 48.091 and 607.0501. The following is submitted:
The above corporation, organized under the laws of the State of Florida with its
registered office as indicated in the Articles of Incorporation at
5300 NE 24TH Terrace Suite 529C
Fort Lauderdale, Florida 33308

Has named Javier Perez located at the aforesaid address. As registered agent to
accept service of process within this State.

Having been named as registered agent and to accept service of process for the
above stated corporation at the place designated in this certificate, 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 status relating the proper and complete
performance of my duties, and I am familiar with and accept the obligations of my
position as registered agent.

11-15-2001
Date



Javier Perez
5300 NE 24th Terrace Suite 529C
Ft. Lauderdale, Florida 33308