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To:

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Fax Number : (850) 205-0381

From:

Account Name : EDWARDS & CARSTARPHEN
Account Number : I19990000142
Phone : (305) 669-3049
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FLORIDA PROFIT CORPORATION OR P.A.

LACS CAPITAL SECURITIES INC.

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
LACS CAPITAL SECURITIES INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

LACS CAPITAL SECURITIES INC.

The address of the principal office of this corporation shall be 4960 SW 31 St., Miami, Fl. 33155 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

The corporation may transact or engage in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of common stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$1.00 par value per share. The Board of Directors of the corporation may create a class of non-voting interest bearing preference shares.

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ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 4960 SW 31 St., Miami, Fl. 33155 and the name of the initial registered agent of the corporation is DEBORAH M. EDWARDS, whose address is 4960 SW 31 St., Miami, Fl. 33155.

ARTICLE V. TERM OF EXISTENCE

This corporation shall exist in perpetuity.

ARTICLE VI. PREEMPTIVE RIGHTS

This corporation elects to have preemptive rights.

ARTICLE VII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have no more than five (5) Directors, initially. The name and street address of the initial member of the Board of Directors who shall serve for one year initially is:

LASSELVE TALBOT

whose addresses appear in Article VIII below.

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ARTICLE VIII - OFFICERS

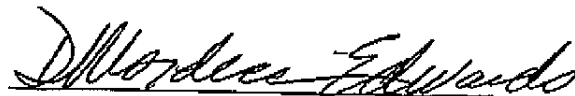
The name and address of the initial officer of the corporation who shall hold office for the first year, or until his successor is elected or appointed is:

PRESIDENT, SECRETARY, TREASURER
LASSELVE TALBOT
4960 SW 31 St.
Miami, Fl. 33155

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: Deborah Mordecai Edwards, whose address is, 4960 S.W. 72nd Avenue, Suite 301, Miami Florida 33155.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal on this 4th day of March, 2002.

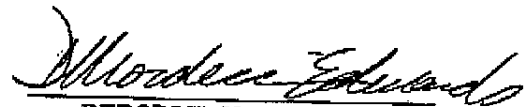

DEBORAH M. EDWARDS

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ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN
ARTICLES OF INCORPORATION

DEBORAH M. EDWARDS having a mailing address of 4960 SW 31 St., Miami, Fl. 33155, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


DEBORAH M. EDWARDS

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TALLAHASSEE, FLORIDA

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