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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696**FLORIDA PROFIT CORPORATION OR P.A.**

cassie, inc.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

(4)

ARTICLES OF INCORPORATION

OF

CASSIE, INC.

The undersigned, for the purpose of forming a Corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I. - CORPORATE NAME

The name of the Corporation is CASSIE, INC.

ARTICLE II. - CORPORATE DURATION

The duration of the Corporation is perpetual, and the Corporate existence is to commence upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE III. - PURPOSE AND POWERS

The general purposes for which the Corporation is organized are to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, and to engage in any other trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with or auxiliary to any other business of the Corporation.

ARTICLE IV. - CAPITALIZATION

The aggregate number of shares the Corporation is authorized to issue is 1000. Such shares shall be of a single class and shall be without par value.

ARTICLE V. - REGISTERED OFFICE, AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of the Corporation is 6039 Collins Avenue, Suite #1702, Miami Beach, FL 33140, and the name of its initial registered agent at such address is Cassie Winters. The principal office and mailing address of the corporation is 6039 Collins Avenue, Suite #1702, Miami Beach, FL 33140.

This instrument prepared by:
Gary Silberman, Esq.
JONAS & SILBERMAN, P.A.
300 71st Street, Suite #405
Miami Beach, FL 33141
Florida Bar No. 0885230
Tel: (305) 866-7621

ARTICLE VI. - DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation is one. The name and address of the person who is to serve as a member of the initial Board of Director is as follows:

Cassie Winters
6039 Collins Avenue, Suite #1702
Miami Beach, FL 33140

ARTICLE VII. - INCORPORATORS

The name and address of the incorporator is:

Cassie Winters
6039 Collins Avenue, Suite #1702
Miami Beach, FL 33140

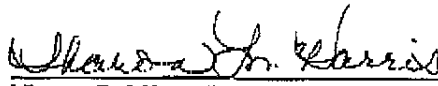
IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation at Miami, Florida on the 6th day of September, 2002.


CASSIE WINTERS

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, personally appeared CASSIE WINTERS and she acknowledged before me that she is the subscriber to these Articles of Incorporation and she has acknowledged that she has signed same on this 6th day of September, 2002, and who did take an oath.


Notary Public at Large, State of Florida
My commission expires:



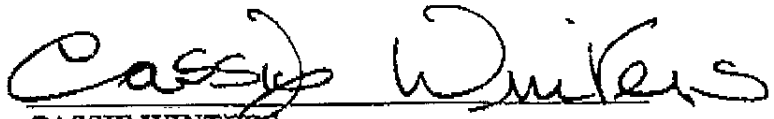
Sharon M. Harris
Commission # GC 811206
Expires Feb. 21, 2003
Bonded Thru
Atlantic Bonding Co., Inc

TOTAL P.04

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ACKNOWLEDGMENT OF APPOINTMENT AS REGISTERED AGENT

**COMES NOW, CASSIE WINTERS, and hereby acknowledges her appointment as
the registered agent of CASSIE, INC.**


CASSIE WINTERS

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