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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 19, 2003

CORPORATE CREATIONS

SUBJECT: METROPOL, INC.
REF: W03000007859

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**ARTICLES OF INCORPORATION
OF
METROPOL, INC.
(a Florida corporation)**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act (the "FBCA"), hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation is **METROPOL, INC.** (hereinafter called the "Corporation").

ARTICLE II - CAPITAL STOCK

The total number of shares of all classes of stock that the Corporation shall have the authority to issue is one thousand (1,000) shares, all of which shall be Common Stock, of one class, having a par value of \$.001 per share.

ARTICLE III - MAILING ADDRESS

The current mailing address of the principal place of business of the Corporation is 1835 E. Hallandale Beach Blvd., #352, Hallandale Beach, FL 33009.

ARTICLE IV - BOARD OF DIRECTORS

The Corporation's Board of Directors (the "Board") shall consist of not fewer than one (1) nor more than seven (7) directors, and shall initially consist of one (1) director, Zenna A. Buchbinder, who lives at 1835 E. Hallandale Beach Blvd., #352, Hallandale Beach, FL 33009. The number of directors within these limits may be increased or decreased from time to time as provided in the By-laws of the Corporation.

ARTICLE V - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is Keith Wasserstrom, 1909 Tyler Street, Wachovia Center - Penthouse, Hollywood, FL 33020. The name of the initial registered agent of the Corporation at that address is Keith Wasserstrom.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of the Corporation is Keith Wasserstrom, 1909 Tyler Street, Wachovia Center - Penthouse, Hollywood, FL 33020.

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ARTICLE VII - LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the FBCA, or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article VII shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the By-laws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may from time to time deem appropriate or advisable.

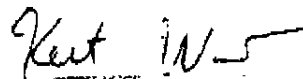
ARTICLE IX - BY-LAWS

The Board shall have the power to adopt, amend or repeal the By-laws of the Corporation or any part thereof.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation of METROPOL, INC. this 17th day of March, 2003.

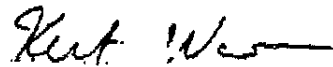

KEITH WASSERSTROM
Incorporator

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**CONSENT OF REGISTERED AGENT
OF
METROPOL, INC.**

The undersigned, Keith Wasserstrom, whose business address is 1909 Tyler Street, Wachovia Center – Penthouse, Hollywood, FL 33020, hereby accepts appointment as the initial registered agent of **METROPOL, INC.**, a Florida corporation, and accepts the obligations provided for in Section 607.0505, Florida Statutes.



KEITH WASSERSTROM
Registered Agent

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TALLAHASSEE, FLORIDA

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