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FLORIDA PROFIT CORPORATION OR P.A.

CHOICE ENVIRONMENTAL SERVICES, INC.

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SECRETARY OF STATE
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**ARTICLES OF INCORPORATION
OF
CHOICE ENVIRONMENTAL SERVICES, INC.,
a Florida corporation**

The undersigned, acting as incorporator of a Florida corporation, hereby makes, executes and acknowledges these Articles of Incorporation pursuant to the Florida Business Corporation Act for the purpose of forming a corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the Corporation is **CHOICE ENVIRONMENTAL SERVICES, INC.**

**ARTICLE II
PRINCIPAL OFFICE**

The mailing address and the street address of the principal office of the Company is 1112 Venetian Boulevard, Islamorada, Florida 33036.

**ARTICLE III
PURPOSE**

The purpose of the Corporation shall be to engage in and transact any and all business permitted under the laws of the United States of America and the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

Authorized Shares

The total number of shares of capital stock which the Corporation is authorized to issue is sixty million (60,000,000), of which fifty million (50,000,000) shares are common stock, par value \$.001 per share ("Common Stock"), and ten million (10,000,000) shares are preferred stock, par value \$.001 per share ("Preferred Stock").

Preferred Stock Authorized

The Board of Directors may issue Preferred Stock from time to time in one or more series or classes with such distinctive designations as may be stated in the resolution or resolutions providing for the issuance of such stock from time to time adopted by the Board of Directors. The resolution or resolutions providing for the issuance of shares of a particular series or class shall fix, subject to applicable law, the

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designations, rights, preferences and limitations of the shares of each such series or class. The authority of the Board of Directors with respect to each series or class shall include, but not be limited to, determination of the following:

- (a) The number of shares constituting such series or class, including the authority to increase or decrease such number, and the distinctive designation of such series or class;
- (b) The dividend rate of the shares of such series or class, whether the dividends shall be cumulative and, if so, the date from which they shall be cumulative, and the relative rights of priority, if any, of payment of dividends on shares of such series or class;
- (c) The right, if any, of the Corporation to redeem shares of such series or class and the terms and conditions of such redemption;
- (d) The rights of the shares in case of a voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, and the relative rights of priority, if any, of payment of shares of such series or class;
- (e) The voting power, if any, for such series or class and the terms and conditions under which voting power may be exercised; and without limiting the generality of the foregoing, any special voting preferences, such as the right to elect a majority, or other specified portion, of the members of the Corporation's Board of Directors;
- (f) The obligation, if any, of the Corporation to retire shares of such series or class pursuant to a retirement or sinking fund or funds of a similar nature or otherwise and the terms and conditions of such obligation;
- (g) The terms and conditions, if any, upon which shares of such series or class shall be convertible into or exchangeable for shares of stock of any other class or classes, including the price or prices or the rate of rates of conversion or exchange and the terms of adjustment, if any; and
- (h) Any other rights, preferences or limitation of the shares of such series or class.

Statements of Rights and Preferences for Series A Preferred Stock

Upon the filing with the Florida Department of State of these Articles of Incorporation, there is hereby created a class of Series A Preferred Stock having the designations of rights and preferences set forth below.

Section 1. Designation.

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There shall be a series of Preferred Stock which shall consist of One Thousand (1000) shares and shall be designated as Series A Preferred Stock (referred to herein as "Series A Preferred Stock").

Section 2. Definitions.

(a) The term "Dividend Parity Stock" as used herein with respect to Series A Preferred Stock shall mean all other stock of the Corporation ranking equally therewith as to the payment of dividends.

(b) The term "Liquidation Parity Stock" as used herein with respect to Series A Preferred Stock shall mean all other stock of the Corporation ranking equally therewith as to distribution of assets upon liquidation.

(c) The term "Junior Stock" as used herein with respect to Series A Preferred Stock shall mean the Common Stock of the Corporation and all other stock of the Corporation ranking junior to the Series A Preferred Stock as to the payment of dividends and the distribution of assets upon liquidation.

(d) The term "Dividend Junior Stock" as used herein with respect to Series A Preferred Stock shall mean the Common Stock and all other stock of the Corporation ranking junior to the Series A Preferred Stock as to the payment of dividends.

(e) The term "Liquidation Junior Stock" as used herein with respect to Series A Preferred Stock shall mean the Common Stock and all other stock of the Corporation ranking junior to the Series A Preferred Stock as to distribution of assets upon liquidation.

(f) The term "Senior Stock" as used herein with respect to Series A Preferred Stock shall mean all other stock of the Corporation ranking senior thereto as to the payment of dividends or distribution of assets upon liquidation.

(g) The term "Per Share Price" shall be the original issuance price of the Series A Preferred Stock which shall be \$1.00 (One US Dollar) per share of Series A Preferred Stock.

Section 3. Dividends.

(a) The holders of the Series A Preferred Stock shall be entitled to receive dividends on such shares on a pro rata, per share basis equivalent to the dividends, if any, declared and paid in respect of the Corporation's Common Stock (e.g., if a dividend of \$.10 per share is declared and paid on each share of Common Stock, then a dividend of \$.10 per share shall be declared and paid on each share of Series A Preferred Stock). The Series A Preferred Stock shall be Dividend Junior Stock as to all classes and series of the Corporation's other Preferred Stock, whether now or hereafter authorized or issued, and all of such other classes and series of Preferred Stock shall be

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Senior Stock with respect to the Series A Preferred Stock. Dividends shall be payable on the date on which the Board of Directors shall declare dividends to be due and payable (a "Dividend Payment Date").

(b) Subject to the provisions of Section 5 hereof, dividends on the Series A Preferred Stock shall not accrue or be payable until declared, and shall not be cumulative or accumulate. Dividends shall be paid to the record owner of such shares on the stock register of the Corporation at the close of business on the Dividend Payment Date.

Section 4. Liquidation Rights.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of Series A Preferred Stock shall be entitled to receive from the assets of the Corporation payment in cash of the Per Share Price, and no more, before any amount shall be paid or set aside for, or any distribution of assets shall be made to the holders of Common Stock or other Liquidation Junior Stock. The Series A Preferred Stock shall be Liquidation Junior Stock as to all classes and series of the Corporation's other Preferred Stock, whether now or hereafter authorized or issued and all of such other classes and series of Preferred Stock shall be Senior Stock with respect to the Series A Preferred Stock. If, upon such liquidation, dissolution or winding up, the amounts available for distribution to the holders of Series A Preferred Stock shall be insufficient to permit the payment in full to such holders of the preferential amounts to which they are entitled, then such amounts shall be paid pro rata to each record owner of such shares in the proportion that the total number of such shares owned bears to the total number of shares of the Series A Preferred Stock then outstanding.

Neither a consolidation or merger of the Corporation with or into any other corporation, nor a merger of any other corporation into the Corporation, nor a reorganization of the Corporation, nor the purchase or redemption of all or part of the outstanding shares of any class or classes of the Corporation, nor a sale or transfer of all or any part of its assets shall be considered a liquidation, dissolution or winding up of the Corporation within the meaning of this section.

Section 5. Redemption.

The Series A Preferred Stock shall be not redeemable, in whole or in part, without the prior written consent of the holder thereof. Any redemption of Series A Preferred Stock shall be effected, if at all, on such terms and conditions as the holder thereof and the Corporation shall determine by negotiation and mutual written agreement. In no event whatsoever shall the Corporation have any right to compel any holder of Series A Preferred Stock to accept any proposal for redemption thereof, nor shall any such holder have any liability whatsoever to the Corporation if it rejects any or all such proposals.

Section 6. Conversion.

The Series A Preferred Stock shall not be convertible or exchangeable.

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Section 7. Voting.

The Series A Preferred Stock shall be entitled to vote on all matters which are presented to the holders of Common Stock for approval, and shall vote with the holders of the Common Stock as one class, except as provided below:

(a) The Series A Preferred Stock, voting as a separate class and each share having one (1) vote, shall have the exclusive right to elect a numerical majority (e.g., two members of a three member Board of Directors, three members of a four or five member Board of Directors, four members of a six or seven member Board, etc.) of the members of the Board of Directors of the Corporation, and to remove or replace any one or more such director(s) at any time for any reason, or without any reason or cause; and

(b) The Series A Preferred Stock, voting as a separate class and each share having one (1) vote, shall have the right to approve or disapprove, regardless of the vote of the Common Stock, or of any other class of Preferred Stock, any amendment to (or restatement of) the Articles of Incorporation, any amendment to the Corporation's Bylaws, and any creation of a class of stock *pari passu* with, or preferential to, the Series A Preferred Stock, with respect to voting rights.

Section 8. Restrictions on Certain Corporate Action.

So long as any Series A Preferred Stock shall remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least a majority of the holders of the Series A Preferred Stock at the time outstanding:

(a) authorize any new class of shares of Senior Stock, Dividend Parity Stock or Liquidation Parity Stock, or an increase in the authorized amount of any class of shares of Senior Stock, Dividend Parity Stock or Liquidation Parity Stock;

(b) issue any other shares of Series A Preferred Stock;

(c) sell substantially all of its assets;

(d) merge or consolidate with or into any other corporation; or

(e) amend its Articles of Incorporation to affect the Corporation's authorized capital structure, other than to authorize, or increase the authorized number of, capital stock in the Corporation of any class.

Statements of Rights and Preferences for Series B Preferred Stock.

Upon the filing with the Florida Department of State of these Articles of Incorporation, there is hereby created a class of Series B Preferred Stock having the designations of rights and preferences set forth below.

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Section A. Designation.

There shall be a series of Preferred Stock which shall consist of Three Million One Hundred Thousand (3,100,000) shares and shall be designated as Series B Exchangeable Cumulative Preferred Stock (referred to herein as "Series B Preferred Stock").

Section B. Definitions.

(a) The term "Dividend Parity Stock" as used herein with respect to Series B Preferred Stock shall mean all other stock of the Corporation ranking equally therewith as to the payment of dividends.

(b) The term "Liquidation Parity Stock" as used herein with respect to Series B Preferred Stock shall mean all other stock of the Corporation ranking equally therewith as to distribution of assets upon liquidation.

(c) The term "Junior Stock" as used herein with respect to Series B Preferred Stock shall mean the Common Stock of the Corporation and all other stock of the Corporation ranking junior to the Series B Preferred Stock as to the payment of dividends and the distribution of assets upon liquidation.

(d) The term "Dividend Junior Stock" as used herein with respect to Series B Preferred Stock shall mean the Common Stock and all other stock of the Corporation ranking junior to the Series B Preferred Stock as to the payment of dividends.

(e) The term "Liquidation Junior Stock" as used herein with respect to Series B Preferred Stock shall mean the Common Stock and all other stock of the Corporation ranking junior to the Series B Preferred Stock as to distribution of assets upon liquidation.

(f) The term "Senior Stock" as used herein with respect to Series B Preferred Stock shall mean all other stock of the Corporation ranking senior thereto as to the payment of dividends or distribution of assets upon liquidation.

(g) The term "Per Share Price" shall be the original issuance price of the Series B Preferred Stock which shall be: (a) as to Series B Preferred Stock purchased outright for cash, \$1.00 (One US Dollar) per share of Series B Preferred Stock, and (b) as to Series B Preferred Stock issuable upon conversion or exchange of debt of the Corporation, and actually so issued upon such conversion or exchange, the greater of (i) \$.50 (fifty cents) per share of Series B Preferred Stock, or (ii) the amount of debt (both as to outstanding principal and as to accrued interest) that is actually so converted or exchanged for Series B Preferred Stock.

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Section C. Dividends.

(a) The holders of the Series B Preferred Stock shall be entitled to receive, as and if declared by the Board of Directors of the Corporation out of the funds of the Corporation legally available therefor, dividends at an initial annual dividend rate per share of ten percent (10%) of the Per Share Price, and no more. Dividends shall be payable on date on which the Board of Directors shall declare dividends to be due and payable (a "Dividend Payment Date").

(b) Dividends on the Series B Preferred Stock shall begin to accrue and shall be cumulative from the date of original issuance thereof (the "Issue Date"). Accumulated dividends shall not bear interest. Dividends shall be paid to the record owner of such shares on the stock register of the Corporation at the close of business on the Dividend Payment Date.

(c) Subject to the provisions of Section E hereof, unless full cumulative dividends on outstanding shares of Series B Preferred Stock have been paid, no dividend or other distribution (except in Junior Stock) shall be declared or paid on Common Stock or on other Dividend Junior Stock. A dividend on account, or in full, for arrears for any past dividend period may be declared and paid at any time, without reference to any Dividend Payment Date, to holders of record on such date, as may be fixed by the Board of Directors. To the extent that the amount paid at any time or from time to time on the shares of Series B Preferred Stock shall be less than the total amount due and payable on such shares, such amount shall be paid pro rata to each record owner of such shares in the proportion that the total number of such shares owned bears to the total number of shares of the Series B Preferred Stock then outstanding.

Section D. Liquidation Rights.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of Series B Preferred Stock shall be entitled to receive from the assets of the Corporation payment in cash of the Per Share Price, plus a further amount equal to unpaid cumulative dividends on the Series B Preferred Stock accrued to the date when such payment shall be made available to the holders thereof, and no more, before any amount shall be paid or set aside for, or any distribution of assets shall be made to the holders of Common Stock or other Liquidation Junior Stock. If, upon such liquidation, dissolution or winding up, the amounts available for distribution to the holders of Series B Preferred Stock shall be insufficient to permit the payment in full to such holders of the preferential amounts to which they are entitled, then such amounts shall be paid pro rata to each record owner of such shares in the proportion that the total number of such shares owned bears to the total number of shares of the Series B Preferred Stock then outstanding.

Neither a consolidation or merger of the Corporation with or into any other corporation, nor a merger of any other corporation into the Corporation, nor a reorganization of the Corporation, nor the purchase or redemption of all or part of the

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outstanding shares of any class or classes of the Corporation, nor a sale or transfer of all or any part of its assets shall be considered a liquidation, dissolution or winding up of the Corporation within the meaning of this section.

Section E. Redemption.

The Series B Preferred Stock shall be not redeemable, in whole or in part, without the prior written consent of the holder thereof. In no event whatsoever shall the Corporation have any right to compel any holder of Series B Preferred Stock to accept any proposal for redemption thereof, nor shall any such holder have any liability whatsoever to the Corporation if it rejects any or all such proposals. If and only if the holder thereof agrees to such redemption in writing, the Series B Preferred Stock may be redeemable, in whole or in part, by payment of the Per Share Price, plus any unpaid dividends accumulated from prior Dividend Payment Dates.

Section F. Manner of Redemption.

(a) Redemption of Series B Preferred Stock shall be conducted in such manner and under such procedures as the Corporation and the holder thereof shall mutually agree in writing (the "Redemption Procedures").

(b) Shares of Series B Preferred Stock redeemed by the Corporation shall be restored to the status of authorized and unissued shares of Preferred Stock, undesignated as to series, and may be reissued by the Corporation as shares of one or more series of Preferred Stock other than Series B Preferred Stock.

(c) If the Corporation complies with the Redemption Procedures, and if on or before the redemption date specified in such Redemption Procedures all funds necessary for such redemption shall have been set aside by the Corporation in trust for the account of the holders of the Series B Preferred Stock to be redeemed, so as to be available therefor, then, from and after the date set for such redemption and the setting aside of such funds, notwithstanding that any certificate for shares of Series B Preferred Stock so called for redemption shall not have been surrendered for cancellation, the shares represented thereby shall no longer be deemed outstanding, and the holder of such certificate or certificates shall have with respect to such shares no rights in or with respect to the Corporation except the right to receive the redemption price thereof, without interest, upon the surrender of such certificate or certificates; and after the date designated for redemption, such shares shall not be transferable on the books of the Corporation.

Section G. Voting Rights.

Except as otherwise required by applicable law, the Series B Preferred Stock shall have identical voting rights with the Common Stock of the Corporation.

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Section H. Exchange or Conversion Rights.

The holders shares of the Series B Preferred Stock shall have the right, exercisable at any time and from time to time after the original issuance date thereof and until such shares are redeemed as set forth above, to convert and exchange with the Corporation all or any part of such shares of Series B Preferred Stock for shares of Common Stock of the Corporation ("Conversion Shares"), at an initial conversion or exchange ratio (the "Conversion Ratio") of one (1) share of Series B Preferred Stock for one (1) share of Common Stock of the Corporation.

In order to effect such conversion or exchange, the holder shall deliver to the Corporation at its principal executive office notice of the exchange together with the certificates representing shares of the Series B Preferred Stock duly endorsed to the Corporation or in blank. The Corporation *shall* deliver the Conversion Shares issuable upon such conversion to the holder within ten days of the date (the "Exchange Date") of the Corporation's receipt of such notice and certificates. On and after the Exchange Date, the Series B Preferred Stock shall no longer be deemed outstanding for any purpose and any dividends accrued or cumulated prior to the Exchange Date shall be rescinded and no longer be payable.

The number of Conversion Shares issuable upon such conversion shall be subject to adjustment from time to time as follows:

(a) If, at any time after the date that shares of Series B Preferred Stock are first issued (the "Original Issue Date"), the number of shares of Common Stock outstanding is increased by a subdivision, conversion or split-up of shares of Common Stock, then, following the record date fixed therefor, the Conversion Ratio shall be appropriately adjusted by increasing the number of shares of Common Stock issuable upon conversion of each share of Series B Preferred Stock in proportion to such increase in outstanding Shares of Common Stock.

(b) If, at any time after the Original Issue Date, the number of shares of Common Stock outstanding is decreased by a stock combination, reverse split or conversion, then, following the record date for such combination, reverse stock split or conversion, the Conversion Ratio shall be appropriately adjusted by decreasing the number of shares of Common Stock issuable upon conversion of each share of Series B Preferred Stock in proportion to such decrease in outstanding Shares of Common Stock.

(c) In case, at any time after the Original Issue Date, of any capital reorganization, or any reclassification of the stock of the Corporation (other than a change in par value or from par value to no par value or from no par value to par value or as a result of a stock dividend or subdivision, split-up or combination of shares), or the consolidation or merger of the Corporation with or into another person (other than a consolidation or merger in which the Corporation is the continuing corporation and which does not result in any change in the Common Stock) or of the sale or other disposition of all or substantially all the properties and assets of the Corporation as an entirety to any

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other person, each share of Series B Preferred Stock shall after such reorganization, reclassification, consolidation, merger, sale or other disposition be convertible into the kind and number of shares of stock or other securities or property of the Corporation or of the corporation resulting from such consolidation or surviving such merger or to which such properties and assets shall have been sold or otherwise disposed to which the holder of the number of shares of Common Stock deliverable (immediately prior to the time of such reorganization, reclassification, consolidation, merger, sale or other disposition) upon conversion of such share of Series B Preferred Stock would have been entitled upon such reorganization, reclassification, consolidation, merger, sale or other disposition. The provisions of this Section H shall similarly apply to successive reorganizations, reclassifications, consolidations, mergers, sales or other dispositions.

Section I. Exercise of Conversion Right.

(a) To exercise the right to convert set forth in this Section I, a holder of Shares shall deliver to the Corporation at its principal executive offices, marked to the attention of the Secretary of the Corporation, the certificate or certificates representing the shares of Series B Preferred Stock to be converted, endorsed to, or accompanied by a separate assignment to the corporation, and a written notice (a "Notice of Conversion") stating (i) such holder's wish to exercise the right to convert such shares, and (ii) the name or names and addresses in which and to which securities or other property then deliverable upon conversion of such shares should be registered and delivered (if to a person other than the holder and/ or to an address other than the holder's address of record). Subject to the provisions set forth below, the conversion of a share of Series B Preferred Stock shall be deemed effective, and such share shall cease to be outstanding for any purpose, upon receipt by the Corporation of the aforementioned Notice of Conversion and certificate representing such share, provided the same are received prior to the Redemption Date, and the sole right of the holder of such share after conversion shall be to receive the securities or other property then issuable upon the conversion thereof.

(b) If the Notice of Conversion submitted by a holder of shares of Series B Preferred Stock requests that shares of Common Stock be issued in the name of any person other than the registered owner of the shares to be converted, the Corporation may require, as a condition to the effectiveness of such conversion, that the persons or entities in whose names such shares of Common Stock are to be issued (i) supply such information, (ii) agree to such restrictions on transfer of securities of the Corporation issuable upon such conversion, and (iii) comply with such other requirements as the Corporation may reasonably request or impose to assure compliance with applicable securities laws.

(c) The above provisions of this Section I shall similarly apply to successive issuances, sales, dividends or other distributions, subdivisions and combinations on or of the Common Stock after the applicable Original Issue Date.

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(d) The Corporation will not, by amendment of the Corporation's Articles of Incorporation or through any reorganization, recapitalization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the corporation, but will at all times in good faith assist in the carrying out all of the provisions of this and in the taking of all such action as may be necessary or appropriate on order to protect the conversion rights of the holder of Series B Preferred Stock against impairment.

(e) Notwithstanding anything in this Certificate to the contrary, the Conversion Ratio shall not be adjusted (i) by virtue of the conversion of shares of Series B Preferred Stock into shares of Common Stock, or (ii) by reason of the issuance of Common Stock upon the exercise of options, warrants or similar rights outstanding on the Original Issuance Date or pursuant to the anti-dilution provisions thereof.

(f) Upon the occurrence of each adjustment or readjustment of the Conversion Ratio pursuant to this Section I, the Corporation, at its expense upon request by any registered owner of shares of Series B Preferred Stock, shall compute such adjustment or readjustment in accordance with the terms hereof and prepare and furnish to each such holder a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. Such certificate shall set forth (i) such adjustment and readjustment, (ii) the current Conversion Ratio for the shares of Series B Preferred Stock at the time in effect, (iii) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of a share of Series B Preferred Stock, and (iv) if such adjustment is the result of an issuance of Common Stock, the number of Shares of Common Stock issued and the consideration received therefor.

(g) The Corporation at all times will reserve and keep available out of its authorized but unissued shares of Common Stock solely for the purpose of effecting the conversion of the shares of Series B Preferred Stock such number of its shares of Common Stock as from time to time will be sufficient to effect the conversion of all then outstanding shares of Series B Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock is not sufficient to effect such conversion, in addition to such other remedies as may be available to the holders of shares of Series B Preferred Stock for such failure, the Corporation will take such corporate action as, in the opinion of its counsel, may be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as will be sufficient for such purpose.

(h) No fractional shares shall be issued upon conversion of shares of Series B Preferred Stock. Whether or not fractional shares would be issuable upon such conversion shall be determined on the basis of the total number of shares which the holder of such shares is at the time converting into Common Stock and the number of shares of Common Stock issuable upon such aggregate conversion. If the conversion would result in any fractional share, the Corporation shall, in lieu of issuing any

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fractional share, pay the holder an amount in cash equal to the fair market value of such fractional share on the date of conversion (as determined in good faith by the Board of Directors of the Corporation).

(i) The Corporation shall pay all documentary, stamp or other transactional taxes attributable to the issuance or delivery of shares of capital stock of the Corporation upon conversion of any shares of Series B Preferred Stock; provided, however, that the Corporation shall not be required to pay any taxes which may be payable in respect of any transfer involved in the issuance or delivery of any certificate for such shares in a name other than that of the holder of the shares in respect of which such shares are being issued.

(j) All shares of Common Stock which may be issued in connection with conversion of shares of Series B Preferred Stock as provided herein, upon issuance by the Corporation, shall be validly issued, fully paid and non-assessable and free from all taxes, liens or charges with respect thereto.

(k) Except as expressly provided herein, shares of Series B Preferred Stock shall have the same rights and privileges as shares of the Corporation's Common Stock.

Rank of Series A and Series B Preferred Stock

The Series A and Series B Preferred Stock shall rank senior to the Corporation's Common Stock with respect to the rights and preferences set forth above in these Articles of Incorporation. The Corporation's Board of Directors may, from time to time and at any time, designate additional classes or series of stock with rights and preferences senior to that of the Series A Preferred Stock and/or the Series B Preferred Stock, provided that no such stock shall have voting rights or preferences senior to the Series A Preferred Stock's voting rights as set forth above in these Articles of Incorporation.

**ARTICLE V
BOARD OF DIRECTORS**

Composition of the Board of Directors

The Corporation shall have at least one (1) and no more than seven (7) directors. As of the date of filing of these Articles of Incorporation with the Florida Secretary of state, the number of directors shall be one, subject to increase up to seven (7) or decrease at any time, or from time to time, by the Board of Directors; provided that the Board of Directors shall never comprise less than one director (the "Board").

As used herein, "Preferred Shareholder" shall mean all holders of the Corporation's Series A Preferred Stock, and "Preferred Director" shall mean any member of the Board that is subject to election by the Preferred Shareholder.

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Resignation, Removal, Etc.

The Preferred Shareholder, and any other person who now or hereafter has the right to designate any director to the Board, shall have the exclusive right to remove the director designated by it for any reason, and in the event of any vacancy on the Board resulting from the resignation, removal, incapacity or death of any director designated by any person, such person shall have the exclusive right to designate a replacement director.

**ARTICLE VI
AFFILIATED TRANSACTIONS**

The Corporation elects not to be governed by Section 607.0901 of the Florida Business Corporation Act.

**ARTICLE VII
REGISTERED AGENT**

The initial Registered Agent of this Corporation is Franklin H. Caplan, Esq., 200 South Biscayne Boulevard, Suite 1000, Miami, Florida 33131.

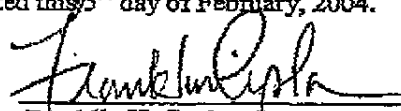
The written acceptance of the Registered Agent, as required in Section 607.0501(3) of the Florida Business Corporation Act, is attached hereto.

**ARTICLE VIII
INCORPORATOR**

The name and address of the incorporator are as follows:

Franklin H. Caplan, Esq.,
Berger Singerman, P.A.
200 South Biscayne Boulevard
Suite 1000
Miami Florida 33131

IN WITNESS WHEREOF, the Incorporator named above has caused these Articles of Incorporation to be executed this 5th day of February, 2004.


Franklin H. Caplan, Incorporator

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BERGER SINGERMAN


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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the Registered Agent of the Corporation, and I agree to comply with the provisions of the laws of the State of Florida, including Section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process. I am familiar with and accept the obligations provided for in Chapter 617, Florida Statutes.

Date: February 5, 2004


Name: Franklin H. Caplan
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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