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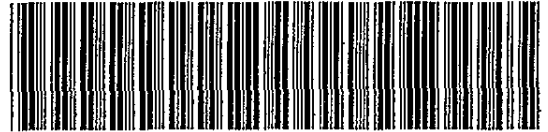
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

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Ricardo L. Carmona, P.A.

A T T O R N E Y A T L A W

2601 S. BAYSHORE DRIVE
SUITE 400
COCONUT GROVE, FLORIDA 33133
TEL 305.856.8885
FAX 786.549.4646

E-MAIL: RICK@CARMONALAW.COM

January 5, 2005

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: Genesis Worldwide, Inc.

To whom it may concern:

Enclosed are an original and one (1) copy of the Articles of Incorporation for GENESIS WORLDWIDE, INC. and a check for \$87.50 for the filing fee, a certificate of status, and a Certified Copy.

Please return the all documents to Ricardo L. Carmona, PA, 2601 South Bayshore Drive, Suite 400, Miami, FL 33133 in the enclosed envelope.

Thank you for your prompt attention to this matter.

Very truly yours


Ricardo L. Carmona, P.A.

ARTICLES OF INCORPORATION
OF
GENESIS WORLDWIDE, INC

The undersigned, for the purpose of forming a profit corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation pursuant to Chapter 607, Florida Statutes:

ARTICLE I

NAME

The name of the corporation is:

GENESIS WORLDWIDE, INC

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is:

13711 SW 52 Street
Miami, FL 33175

ARTICLE III

PURPOSES

The general purpose(s) for which the corporation is organized is/are:

Any and all lawful business.

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TALLAHASSEE, FLORIDA

ARTICLE IV

STOCK

This corporation is authorized to issue 100 shares of common stock and 10 shares of preferred stock. The corporation, in accordance with its by-laws, can increase or decrease the number of shares at any time.

ARTICLE V

DIRECTORS

The number of directors constituting the board of directors of the corporation and the manner in which they are elected or appointed shall be determined and effectuated in accordance with the By-Laws of the corporation, but in no event shall there be less than one (1) directors at any one time. The number of directors constituting the initial board of directors is one (1). The names and addresses of the persons who are to serve as members of the initial board of directors are:

Ana M. Burgos
13711 SW 52 Street
Miami, FL 33175

ARTICLE VI

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is: 2601 South Bayshore Drive, Suite 400, Coconut Grove, FL 33133, and the name of its initial registered agent at such address is Ricardo L. Carmona, P.A..

ARTICLE VII

INCORPORATOR

The name and address of the incorporator is:

Ana M. Burgos
13711 SW 52 Street
Miami, FL 33175

ARTICLE VIII

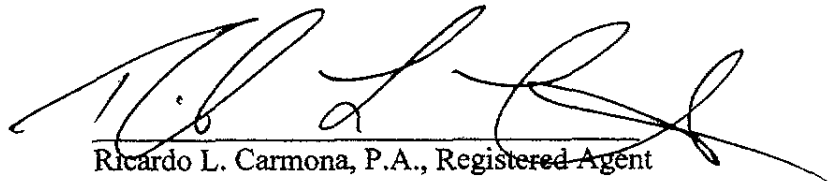
INDEMNIFICATION

The corporation shall indemnify each director, officer and incorporator of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or incorporator of the corporation to the full extent permitted by the laws of the State of Florida.

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ACKNOWLEDGMENT OF APPOINTMENT BY REGISTERED AGENT

Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.



Ricardo L. Carmona, P.A., Registered Agent