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LETTER OF TRANSMITTAL

April 15th, 1995

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SECTION 1-41607-19
-04/20/95--01010--002
****122.50 ****122.50

Re: JoeMad, Inc.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,



Andre A. Francois

JoeMad, Inc.

P. O. Box 640613

Miami, FL 33164-0613

(305) 947 - 3546

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RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FL
APR 19 1995

SDC

ARTICLES OF INCORPORATION

of

JOE MAD INC.

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

JOE MAD INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue FIVE HUNDRED shares (500) of ONE Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	<u>ANDRE FRANCOIS</u>		
ADDRESS	<u>911 NE 158TH STREET</u>		
CITY	<u>MIAMI BEACH</u>	FLORIDA	ZIP <u>33162</u>

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>JOE MAD INC.</u>		
ADDRESS	<u>P O BOX 640613</u>		
CITY	<u>MIAMI</u>	FLORIDA	ZIP <u>33164</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>ANDRE FRANCOIS</u>		
ADDRESS	<u>911 NE 158TH STREET</u>		
CITY	<u>MIAMI BEACH</u>	STATE <u>FLORIDA</u>	ZIP <u>33162</u>
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	ANDRE FRANCOIS		
ADDRESS	911 NE 158TH STREET		
CITY	MIAMI BEACH	STATE	FLORIDA ZIP 33162
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 15 day of APRIL, 1995.

Andre Francois (Seal)
 _____ (Seal)
 _____ (Seal)

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT
OF**

JOE MAD INC.,
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 911 NE 158TH STREET
NORTH MIAMI BEACH FL. 33162

has named ANDRE FRANCOIS
located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.

Andre Francois
(registered agent)

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