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LETTER OF TRANSMITTAL

April 15th, 1995

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

SECRETARY OF STATE  
-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*

Andre A. Francois

JoeMad, Inc.

P. O. Box 640613

Miami, FL 33164-0613

(305) 947 - 3546

55 APR 19 PM 1:50

SECRETARY OF STATE  
TALLAHASSEE, FL 32314

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

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

NAME	JOE MAD INC.		
ADDRESS	P O BOX 640613		
CITY	MIAMI	FLORIDA	ZIP 33164

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

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**ARTICLE VII - INCORPORATORS**

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

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

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

  
 \_\_\_\_\_ (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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