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2665 SOUTH BAYSHORE DRIVE SUITE M-103
COCONUT GROVE, FLORIDA 33133
TEL: (305)-854-6666
FAX: (305)-856-7634

June 15, 1995

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

TELEPHONE 904-636-7777
FAX 904-636-7777
***122.50 ***122.50

Re: Sunrise Messenger Service, Inc.


Dear Madam/Sir:

I enclose herewith original and copy of Articles of Incorporation for the above-corporation together with my check in the amount of \$122.50 covering the filing costs.

Please return the filed Articles to the undersigned in the enclosed envelope.

Thank you.

Very Truly Yours,


Lawrence S. Klitzman
LK:km

6-26-95
P/K

**ARTICLES OF INCORPORATION
OF
SUNRISE MESSENGER SERVICE, INC.**

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is **Sunrise Messenger Service, Inc.**

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 5,000 shares of \$0.001 par value common stock, which shall be designated as "Common Shares." All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE IV - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V - TERM

This corporation shall commence its existence on the date of incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE VII - INCORPORATOR

The name and address of the initial incorporator and subscriber hereto is as follows:

LAWRENCE S. KLITZMAN
2665 SOUTH BAYSHORE DRIVE SUITE M-103
COCONUT GROVE, FLORIDA 33133

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

There shall be at least one (1) member of the Board of Directors of the corporation. The names and addresses of the parties which are to serve as director(s) until the next election are as follows:

*
MANIOCATES ANGELES
9447 Fountainbleau Blvd.
Apartment 204
Miami, Florida 33172

ENRIQUE MERCADO
9447 Fountainbleau Blvd.
Apartment 204
Miami, Florida 33172

The Board of Directors shall serve for a term of one (1) year, and shall be responsible for electing the officers of the corporation. The officers of the corporation shall consist of a President and a Secretary, and such other offices as the Board of Directors may from time to time determine is appropriate in order to carry out the activities of the corporation.

ARTICLE IX - OFFICERS

The duties of the officers of the corporation shall be fixed in the By-Laws. Officers shall be elected annually. The officers of the corporation until the next election are Enrique Mercado/ President and Maniocates Angeles Secretary/Treasurer.

ARTICLE X - INITIAL PRINCIPAL PLACE OF BUSINESS

The street address for the initial place of business is: 9447 Fountainbleau Blvd. Apartment 204 Miami, Florida 33172.

ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and name of the initial registered agent of this corporation is:

ENRIQUE MERCADO
9447 Fountainbleau Blvd.
Apartment 204
Miami, Florida 33172

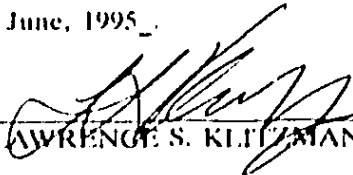
ARTICLE XII - INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law either now existing or hereafter enacted.

ARTICLE XIII - CORPORATE DEBTS

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

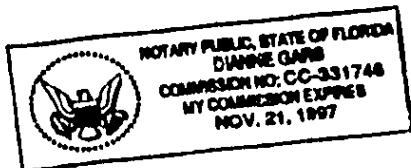
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 14th day of June, 1995.


LAWRENCE S. KLITZMAN, SUBSCRIBER

STATE OF FLORIDA }
 }
COUNTY OF DADE } SS:
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BEFORE ME, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared Lawrence S. Klitzman, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 15 day of June, 1995.



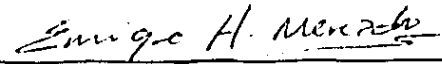

NOTARY PUBLIC, STATE OF FLORIDA

Commission Stamp, Seal or Expiration Date:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, to wit: Section 607.034 and 607.037 of the Florida Statutes.

DATED: 6-15-95


Enrique Mercado as REGISTERED AGENT

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