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IGOR MESTCHERSKY & ASSOCIATES, INC.

420 N.E. 91ST ST.
MIAMI, FL 33138

DIVISION OF INCORPORATION
P.O. BOX 6327
TALLAHASSEE, FL 32314

JULY 7, 1995

400001535794
-07/12/95--01057--001
****122.50 ****122.50

ENCLOSED PLEASE FIND MY FORM FOR INCORPORATION OF "IGOR
MESTCHERSKY & ASSOCIATES, INC.

ALSO MY CHECK FOR \$122.50 AND A STAMPED SELF-ADDRESSED
ENVELOP.

IF YOU HAVE ANY QUESTIONS OR CORRECTIONS PLEASE CALL ME
COLLECT (305) 751-8159.

YOURS TRULY,

Catherine Mestchersky
CATHERINE MESTCHERSKY

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1995 JUL 12 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FL 32304

~~W 95-14289~~

RECEIVED JUL 10 1995

IGOR MESTCHERSKY & ASSOCIATES, INC.

ARTICLES OF INCORPORATION

THIS INSTRUMENT IS HEREBY EXECUTED, BY THE UNDERSIGNED, FOR THE PURPOSE OF ORGANIZING A CORPORATION FOR PROFIT UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

THE NAME OF THE CORPORATION SHALL BE:

IGOR MESTCHERSKY & ASSOCIATES, INC.

ARTICLE II

1. THE CORPORATION SHALL HAVE PERPETUAL EXISTENCE.
2. THE DATE AND TIME OF THE COMMENCEMENT OF THE CORPORATE EXISTENCE SHALL BE THE TIME OF THE FILING OF THE ARTICLES OF INCORPORATION BY THE DEPARTMENT OF STATE UNLESS OTHERWISE SLATED HERE BELOW.

ARTICLE III

1. THE GENERAL NATURE OF THE BUSINESS TO BE TRANSACTED IS: BUYING, SELLING AND OTHER ACTIVITIES CONNECTED WITH FINANCIAL INSTRUMENTS, INCLUDING BUT NOT LIMITED TO STOCKS, BONDS, LETTERS OF CREDIT, GOLD BULLION AND OTHER DOCUMENTATION OF A MONETARY NATURE.
2. THE FOREGOING PURPOSES AND ACTIVITIES WILL BE INTERPRETED AS EXAMPLES ONLY AND NOT AS LIMITATIONS, AND NOTHING THEREIN SHALL BE DEEMED AS PROHIBITING THE CORPORATION FROM EXTENDING ITS ACTIVITIES TO ANY RELATED OR

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OTHERWISE PERMISSIBLE LAWFUL BUSINESS PURPOSES WHICH MAY BECOME NECESSARY, PROFITABLE OR DESIRABLE FOR THE FURTHERANCE OF THE CORPORATE OBJECTIVES EXPRESSED ABOVE.

ARTICLE IV

1. THE AMOUNT OF AUTHORIZED CAPITAL STOCK OF THE CORPORATION SHALL BE:

ONE THOUSAND (1,000) SHARES

2. THE CONSIDERATION FOR THE ISSUANCE OF SHARES, OR FOR THE DISPOSAL OF TREASURY SHARES MAY BE PAID, IN WHOLE OR IN PART, IN CASH OR OTHER PROPERTY, TANGIBLE OR INTANGIBLE, OR IN LABOR OR SERVICES ACTUALLY PERFORMED FOR THE CORPORATION, AS IS DETERMINED FROM TIME TO TIME BY THE BOARD OF DIRECTORS.

3. THE PREEMPTIVE RIGHT IS HEREBY GRANTED TO ACQUIRE UNISSUED OR TREASURY SHARES OF THE CORPORATION, OR SECURITIES OF THE CORPORATION CONVERTIBLE INTO OR CARRYING A RIGHT TO SUBSCRIBE TO OR ACQUIRE SHARES OF THE CORPORATION.

ARTICLE V

PRINCIPAL OFFICE

1. THE MAILING ADDRESS OF THE INITIAL REGISTERED OFFICER OF THE CORPORATION SHALL BE:

420 N.E. 91ST ST.
MIAMI, FL 33138-3151

2. THE NAME OF THE INITIAL REGISTERED AGENT AT THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION SHALL BE:

CATHERINE MESTCHERSKY

ARTICLE VI

1. THE AFFAIRS OF THE CORPORATION SHALL BE CONDUCTED BY A BOARD OF AT LEAST TWO (2) DIRECTORS WHO NEED NOT BE STOCKHOLDERS.

2. THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS SHALL BE TWO (2), AND THE NAME AND ADDRESS OF EACH PERSON WHO IS TO SERVE AS A MEMBER THEREOF IS:

IGOR MESTCHERSKY, 420 N.E. 91 ST, MIAMI, FL 33138-3151

CATHERINE " " " " " "

ARTICLE VII

THE NAME AND ADDRESS OF EACH INCORPORATOR IS:

IGOR MESTCHERSKY, 420 N.E. 91 ST, MIAMI, FL 33138-3151

CATHERINE " " " " " "

ARTICLE VIII

1. THE CORPORATION SHALL AT ALL TIMES HAVE THE CORPORATE POWERS PRESENTLY GIVEN TO CORPORATIONS BY THE STATUTES AND LAW OF THE STATE OF FLORIDA; AND, IT SHALL HAVE SUCH FURTHER POWERS AS FROM TIME TO TIME, HEREFTER, ARE GIVEN TO CORPORATIONS BY THE STATUTES AND LAW OF THE STATE OF FLORIDA.

2. WITHOUT INTENDING HEREBY TO IMPAIR, RESTRICT OR LIMIT THE FOREGOING POWERS, THE CORPORATION IS EXPRESSLY AUTHORIZED TO ENTER INTO, HONOR AND BE BOUND BY STOCKHOLDERS' AGREEMENTS, AND TO ENTER INTO AND BECOME PART OF GENERAL PARTNERSHIPS, LIMITED PARTNERSHIPS, JOINT VENTURES AND CORPORATIONS WITH OTHER PERSONS, FIRMS OR CORPORATIONS.

SIGNATURES

SIGNED AND SEALED ON THE 7 DAY OF July 19 95

Catherine Mestchersky (SEAL)

Igor Mestchersky (SEAL)

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, THE UNDERSIGNED AUTHORITY, PERSONALLY APPEARED

IGOR MESTCHERSKY AND CATHERINE MESTCHERSKY

TO ME KNOWN TO BE THE PERSONS DESCRIBED IN THE FOREGOING
ARTICLES OF INCORPORATION, AND THEY ACKNOWLEDGED THAT THEY
MADE AND SUBSCRIBED THE SAME FOR THE USES AND PURPOSES
THEREIN MENTIONED AND SET FORTH.

WITNESS MY HAND AND OFFICIAL SEAL AT SAID COUNTY AND
STATE THIS 7 DAY OR 7 19 95

NOTARY PUBLIC STATE OF FLORIDA AT LARGE

MY COMMISSION EXPIRES:
MY COMMISSION # 00002888 EXPIRES
July 11, 1997
BONDED THRU TROY FAY INSURANCE, INC.



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICES OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THE CERTIFICATE INCLUDED IN THE ARTICLES OF INCORPORATION, I HEREBY ACCEPT TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISIONS OF THE FLORIDA STATUTES RELATIVE TO KEEPING OPEN SAID OFFICE.

DATED THE 7 DAY OF July 1995

BY Catherine Mestchersky
CATHERINE MESTCHERSKY
(REGISTERED AGENT)

SIGNED AND SEALED ON THE 7 DAY OF July 1995
Catherine Mestchersky (SEAL)

TO ME KNOWN TO BE THE PERSON DESCRIBED IN THE FOREGOING ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT THAT SHE MADE AND SUBSCRIBED THE SAME FOR THE USES AND PURPOSES THEREIN MENTIONED AND SET FORTH.

WITNESS MY HAND AND OFFICIAL SEAL AT SAID COUNTY AND STATE THIS 7 DAY OF July 1995

NOTARY PUBLIC STATE OF FLORIDA AT LARGE

MY COMMISSION EXPIRES:



HABIB FADOUL
MY COMMISSION # CC300898 EXPIRES
July 11, 1997
BONDED BY TROY EARN INSURANCE, INC.

1995 JUL 12 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED