

P95000063543

SANCHELIMA & ASSOCIATES, P.A.

Attorneys At Law

PATENTS, TRADEMARKS & COPYRIGHTS

J. Sanchelima, Inc. No. 100

235 S.W. 11 THIRD ROAD
MIAMI FL 33134-1702
PHONE 442-1017
FAX 305-447-0404

August 11, 1995

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

9500000115010208494
08/16/95--11079--0033
*****78.50 *****78.50

Re: Corporation: ECU ENTERPRISES, INC.
Our File No: 15210

Dear Sirs:

Enclosed please find the articles of incorporation for the above referenced corporation and a check for \$78.50 to cover the filing fees, designation of registered agent and the fee for the status certificate.

Please acknowledge receipt of this correspondence and check by stamping the enclosed self-addressed, postage-paid card and returning same to our office.

Thanking you in advance for your prompt attention to this matter.

Sincerely,

SANCHELIMA & ASSOC., P.A.


Jay Sanchelima, Esq.

file

JS:#3/mh
Encl: chk & card

AUG 17 1995 3SB

95 AUG 16 AM 8:52
FILED
TALLAHASSEE, FLORIDA

FILED
ARTICLES OF INCORPORATION AUG 16 AM 8:52
OF
TALLAHASSEE, FLORIDA
ECU ENTERPRISES, INC.

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME OF THE CORPORATION

The name of the corporation shall be:

ECU ENTERPRISES, INC.

The address of the principal office of this corporation shall be 201 Sevilla Avenue, Suite 301, Coral Gables, Florida 33134, and the mailing address of the corporation shall be the same.

ARTICLE II

DURATION OF THE CORPORATION

The corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE III

PURPOSE

The corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IV

AUTHORIZED CAPITAL

The corporation shall be authorized to issue 1000 shares of common stock of \$ 1.00 par value, for the total authorized capital of \$ 1,000.00.

The shares of stock may be issued for cash, property, real or personal, or labor or services actually performed for the corporation at a just value fixed by the board of Directors. Consideration for the stock shall not be less than par value and shares may not be issued until fully paid.

ARTICLE V

DIRECTORS

The corporation shall have one director. The number of directors may be increased or decreased from time to time thereafter in accordance with the bylaws of the corporation but shall never be less than one. The name and street address of the only director of this corporation:

Gianni Garibaldi
Dir.

201 Sevilla Avenue, Suite 301,
Coral Gables, Florida 33134

ARTICLE VI

OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Gianni Garibaldi
Pres.

201 Sevilla Avenue, Suite 301
Coral Gables, Florida 33134

Patricia Garibaldi
Sec.

201 Sevilla Avenue, Suite 301
Coral Gables, Florida 33134

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 235 S.W. Le Jeune Rd., Miami, FL. 33134 and the name of the initial registered agent at that address is Sanchelima & Assoc., P.A.

ARTICLE VII

INCORPORATOR

The name and address of the Incorporator is:

Jesus Sanchelima, Esq.
235 S.W. Le Jeune Rd.
Miami, Florida 33134
(305) 447-1617

ARTICLE VIII
INDEMNIFICATION

The corporation shall indemnify its present or former officers or directors to the fullest extent permitted by law either now or hereafter.

ARTICLE IX
AMENDMENTS TO ARTICLES

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a shareholders' meeting, with not less than a two-thirds vote of the common stock.

IN WITNESS WHEREOF, the Incorporator has hereunto subscribed this name, on the 11 day of August, A.D. 1995.

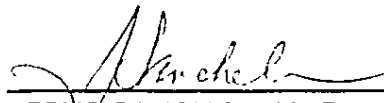


Jesus Sanchelima

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Sanchelima & Assoc., P.A.

Dated this 11 day of August, 1995.



JESUS SANCHELIMA, Reg. Agent

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared
Jesus Sanchelima, to me well known to be the person described in and who
executed the foregoing instrument, and acknowledged to and before me
that the instrument was executed for the purposes therein expressed.

WITNESS my hand and official seal, this 11 day of

August, 1995.

[Signature]
Notary Public
State of Florida at Large

My commission Expires:

OFFICIAL NOTARY SEAL
FLOR A SANCHELIMA
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC306245
MY COMMISSION EXPIRES 30 1997