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August 24, 1995

Secretary of State
Corporate Records Bureau
P.O.Box 6327
Tallahassee, FL 32301

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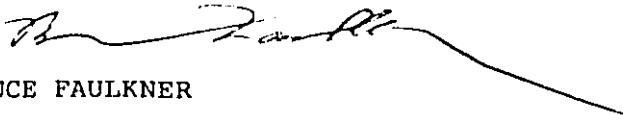
Re: CUSTOM MODIFICATIONS, INC.

We enclose the original and one copy of the Articles of Incorporation for CUSTOM MODIFICATIONS, INC. with a check for \$122.50 to cover filing fees.

If the documents are in order, I would appreciate your filing the original and certifying the copy for our records.

If there are any questions please call BRUCE FAULKNER
(305) 584-6391.

Sincerely,



BRUCE FAULKNER

PLEASE SEND PAPERWORK TO: BRUCE FAULKNER
2130 HARBOR WAY
FT LAUDERDALE, FL 33326

SEP 25 1995

518-22-1111

ARTICLES OF INCORPORATION

CUSTOM MODIFICATIONS, INC.

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

Article I

NAME

The name of this Corporation shall be CUSTOM MODIFICATIONS, INC.

Article II

Nature of Business

The general nature of the business and activities to be transacted and carried on by this Corporation are as follows:

To carry on any and all legal business in the State of Florida, including but not limited to investments in real estate. In addition the Company may borrow or lend money, and make investments in securities and real estate.

ARTICLE III

STOCK

The authorized capital stock of this Corporation shall consist of 7500 shares of Common stock with a par value of \$1.00 per share. The stock may be issued for any value deemed appropriate by the Board of Directors, but in no event shall the issue price be less than par value.

ARTICLE IV

INCORPORATOR

The name and street address of the Incorporator of this Corporation is as follows:

BRUCE FAULKNER
2130 HARBOR WAY
FT. LAUDERDALE, FL 33326

ARTICLE V

TERM OF CORPORATE EXISTENCE

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI

ADDRESS OF REGISTERED OFFICE AND REGISTERED AGENT

The registered agent of this Corporation is BRUCE FAULKNER and the registered office of the Company is at 3821 SW 47TH AVE, DAVIE, FLORIDA 33314.

ARTICLE VII
PLACE OF BUSINESS

The initial place of business for CUSTOM MODIFICATIONS, INC. shall be 3821 SW 47TH AVE. DAVIE, FL. 33314.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

The names and addresses of the initial board of directors of this Corporation are as follows:

BRUCE FAULKNER 2130 HARBOR WAY, FT LAUDERDALE, FL 33326

ARTICLE IX
NUMBER OF DIRECTORS

The Corporation shall have at least one member on the board of directors.

ARTICLE X
OFFICERS

The Corporation shall have a president, vice-president, secretary and treasurer.

ARTICLE XI
BY-LAWS

The board of directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, in any manner proscribed by law.

ARTICLE XII
FINANCIAL INFORMATION

The Corporation shall not be required to prepare and provide a balance sheet or a profit and loss statement to its shareholders.

ARTICLE XIII
INDEMNIFICATION OF OFFICERS AND DIRECTORS

The board shall indemnify and director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding.

ARTICLE XIV
AMENDMENT

These Articles of Incorporation may be amended in any manner now or hereafter provided by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, I the understand, being the original subscribing incorporator, to the foregoing articles of incorporation, has set his hand this 24, day of AUGUST, 1995.


Incorporator

STATE OF FLORIDA

COUNTY OF BROWARD

I hereby certify that on this day personally appeared before me, the undersigned authority, BRUCE FAULKNER, to me well known and well known to me to be the person who executed the foregoing instrument and acknowledged before me that she executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

In witness whereof, I have hereunto set my hand and affixed my official seal on this 24th day of AUGUST, 1995.



Notary Public
State of Florida at Lodge



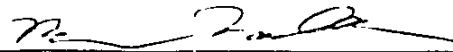
HARVEY JUDKOWITZ
COMMISSION # CC 451792
EXPIRES APR 23, 1999
BONDED THRU
ATLANTIC BUILDING CO. INC.

My Commission Expires April 23, 1999

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

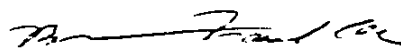
FIRST--THAT CUSTOM MODIFICATIONS, INC. DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS AT 3821 SW 47TH AVE. CITY OF DAVIE STATE OF FLORIDA, HAS NAMED
BRUCE FAULKNER, LOCATED AT 2130 HARBOR WAY, FT LAUDERDALE, FL 33326, AS
ITS AGENT TO ACCEPT SERVICE OR PROCESS WITHIN FLORIDA.



PRESIDENT
9/18/85

DATE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION, AT THIS PLACE DESIGNATED IN THIS CERTIFICATE, 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.



RESIDENT AGENT
9/18/85

DATE