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9:42 AM

PUBLIC ACCESS SYSTEM  
ELECTRONIC COVER SHEET  
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY  
DEPARTMENT OF STATE 149 W. FLAGLER ST.  
STATE OF FLORIDA SUITE 200  
401 EAST 57TH STREET MIAMI FL 33135-07-  
TALLAHASSEE, FL 32301 CONTACT: RAY MORMONT  
FAX: (904) 841-3770 PHONE: (305) 541-3874  
FAX: (305) 541-3770  
(((H96000001468))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: INCELL ENTERPRISES, CORP.  
FAX AUDIT NUMBER: H96000001468 CURRENT STATUS: REQUESTED  
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(((H96000001468)))  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1/31

DIVISION OF CORPORATIONS

96 JAN 31 AM 10:50

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Ashtabula

⑥

B & L BUSINESS LEGAL INC.  
 141 N.E. 3rd AVE.  
 Suite 306  
 Miami, FL 33132  
 (305) 373-6211  
 ELYANE BECHTINGER

141 N.E. 3rd AVE.  
Suite 306  
Miami, FL 33132  
(305) 373-6211  
ELYANE BECHTIN

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95 JUN 31 PM 12:38  
SHERIFF'S OFFICE  
TALLAHASSEE, FLORIDA

3049 NW 8 AVE  
MIAMI, FL 33126

**THIS CORPORATION SHALL HAVE THE PERPETUAL EXISTENCE AND MAY ENGAGE IN ANY AND ALL LAWFUL BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.**

THIS CORPORATION IS AUTHORIZED TO ISSUE 1,000 SHARES AT ONE DOLLAR (\$ 1.00) PAR VALUE COMMON STOCK.

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OR ANY NEW COMMON STOCK OF THIS CORPORATION, SHALL HAVE THE RIGHT TO PURCHASE THEIR PRO RATA SHARE (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

3049 NW 8 AVE  
MIAMI, FL 33126

**RICARDO PIRES**

891000009411

#### ARTICLE VI -- INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE 1 DIRECTOR(S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE INITIAL DIRECTOR(S) OF THIS CORPORATION IS/ ARE:

RICARDO PIRES -- PRESIDENT

#### ARTICLE VII -- INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THIS ARTICLE IS:

RICARDO PIRES  
3049 NW 8 AVE  
MIAMI, FL. 33126  
ARTICLE VIII -- INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICES OR DIRECTORS TO THE FULL EXTENT PERMITTED BY LAW.

#### ARTICLE IX -- MANAGEMENT OF CORPORATION SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTION OF SHAREHOLDERS OF THIS CORPORATION.

#### ARTICLE X -- BY LAWS

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 22nd DAY OF January OF 1996.

  
Incorporator

891000009411

COUNTY OF DADE )

**BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED,**

**RICARDO PIRRES**

KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED SAME.

IN WITNESS WHEREOF, I HAVE HEREUNDER SET MY HAND AND AFFIXED MY OFFICIAL SEAL.

IN THE STATE AND COUNTY AFORESAID THIS 22nd DAY OF January, 1996.

**NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE**

**My commission expires:**

**CERTIFICATE DESIGNATING THE ADDRESS AND AN  
AGENT UPON WHOM PROCESS MAY BE SERVED**

**WITNESSETH:**

**THAT INCELL ENTERPRISES, CORP., DESIRING TO ORGANIZE UNDER  
THE LAWS OF THE STATE OF FLORIDA, WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE  
COUNTY OF DADE, STATE OF FLORIDA, HAS APPOINTED:**

**RICARDO PIRES**

**AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.**

**ACKNOWLEDGMENT:**

**HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF:**

**INCELL ENTERPRISES, CORP.**

**TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE  
DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY OF  
REGISTERED AGENT FOR SAID CORPORATION, AND AGREE TO COMPLY WITH THE  
APPLICABLE PROVISION OF THE FLORIDA STATUTES, THIS 22DAY OF JANUARY , 1996.**

  
\_\_\_\_\_  
Registered Agent

89600001468

From : B L Distressed

Jun 14, 1996 10:49 PM P01

P96000009739

MIAMI 2nd OF FEBRUARY 1996

INCBL ENTERPRISES CORP.  
3049 NW 82nd AVENUE  
MIAMI FL 33126

STATE OF FLORIDA  
DEPARTMENT OF REVENUE  
5050 WEST TENNESSEE AVENUE  
TALLAHASSEE, FL 32314

REF.: CHANGE OF ADDRESS

FEIN: ~~65-0636537~~ SALES TAX # 23-08-451032-70

PLEASE BE ADVISED THAT WE HAVE MOVED. EFFECTIVE  
IMMEDIATELY, OUR NEW ADDRESS WILL BE:

3049 NW 82nd AVENUE  
MIAMI FL 33126

PLEASE MAKE THE NECESSARY CHANGES IN ORDER TO UPDATE  
YOUR RECORDS. THANK YOU FOR YOUR TIME AND PROMPT  
ATTENTION IN REGARDS TO THIS MATTER.

SINCERELY,



SECRETARY

RECEIVED  
96 MAY -8 PM 3:06  
DIVISION OF CORPORATIONS

MAY 8 - 1006

PA6000009739

Miami, August 5th, 1996

Secretary of State  
Division of Corporation  
P. O. Box 6327  
Tallahassee, Fl. 32314

Dear Sirs,

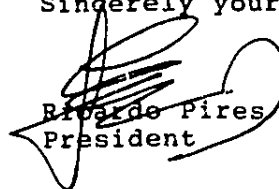
By this letter we would like to inform you the new address  
of our administrative offices:

INCELL ENTERPRISES CORPORATION  
600 Brickell Ave. - Suite 701  
Miami, Fl. 33131

PA6-9739

Thanking you for your cooperation, we remain,

Sincerely yours,

  
Ricardo Pires  
President

6/21/8/7 20  
RA ENG/term