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9:42 AM

PUBLIC ACCESS SYSTEM
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 TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
 DEPARTMENT OF STATE 149 W. FLAGLER ST
 STATE OF FLORIDA SUITE 200
 401 EAST GUY WOOD STRE MIAMI FL 33135-67-
 TALLAHASSEE, FL 32301 CONTACT: RAY STORMONT
 FAX: (904) 850-4000 PHONE: (305) 541-3874
 FAX: (305) 541-3770

(((98000001468))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
 NAME: INCELL ENTERPRISES, CORP.
 FAX AUDIT NUMBER: H96000001468 CURRENT STATUS: REQUESTED
 DATE REQUESTED: 01/31/1998 TIME REQUESTED: 09:42:16
 CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
 NUMBER OF PAGES: 6 METHOD OF DELIVERY: FAX
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(((H96000001468)))
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NUM Connect: 00:05:4

FILED
 95 JAN 31 PM 12:38
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS

96 JAN 31 AM 10:50

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6

PREPARED BY:
B & L BUSINESS LEGAL, INC.
141 N.E. 3RD AVE.
SUITE 306
MIAMI, FL 33132
(305) 373-6211
ELYANE BECHTINGER

ARTICLES OF INCORPORATION

ARTICLE I -- NAME

THE NAME OF THIS CORPORATION IS: **INCELL ENTERPRISES, CORP.**

WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT:

**3049 NW 8 AVE
MIAMI, FL 33126**

ARTICLE II -- PURPOSE

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.

ARTICLE III -- CAPITAL STOCK

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

ARTICLE IV -- PREEMPTIVE RIGHTS

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.

ARTICLE V -- INITIAL REGISTERED OFFICE

THE STREET ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION IS:

**3049 NW 8 AVE
MIAMI, FL 33126**

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

RICARDO PIRES

95 JUN 31 PM 12:38
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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 THRU 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 EN 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

8711000001468

84000000011

STATE OF FLORIDA)

COUNTY OF DADE)


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

RICARDO PIRES

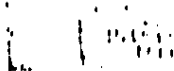
KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED SAME.

IN WITNESS WHEREOF, I HAVE HEREBY 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:

84000000011

89100000448

**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

89100000448

8411 000001468

SPECIFIC POWER OF ATTORNEY

BE IT KNOWNED, THAT I, _____, OF MIAMI, FL. THE UNDERSIGNED, TO HEREBY GRANT A LIMITED AND SPECIFIC POWER OF ATTORNEY TO B & L BUSINESS LEGAL, INC. OF MIAMI, FL -- AS MY ATTORNEY-IN-FACT. SAID ATTORNEY-IN-FACT SHALL HAVE FULL POWER AND AUTHORITY TO UNDERTAKE AND PERFORM ONLY THE FOLLOWING ACTS ON MY BEHALF: MANAGE THE PROCEDURES IN ORDER TO OBTAIN FEIN #, ANY KIND OF BUSINESS LICENSES, INQUIRE ABOUT LIABILITIES WITH THE I. R. S., FLORIDA DEPARTMENTS, CUSTOMS, AND ANY OTHER GOVERNMENTAL OFFICE. THE AUTHORITY HEREBIN SHALL INCLUDE SUCH INCIDENTAL ACTS AS ARE REASONABLY REQUIRED TO CARRY OUT AND PERFORM THE SPECIFIC AUTHORITIES GRANTED HERBIN.

MY ATTORNEY-IN-FACT AGREES TO ACCEPT THIS APPOINTMENT SUBJECT TO ACT AND PERFORM IN SAID FIDUCIARY CAPACITY CONSISTENT WITH MY BEST INTEREST AS MY ATTORNEY-IN-FACT IN THIS DISCRETION DEEMS ADVISABLE.

THIS POWER OF ATTORNEY IS EFFECTIVE UPON EXECUTION. THIS POWER OF ATTORNEY MAY BE REVOKED BY ME AT ANY TIME, AND SHALL AUTOMATICALLY BE REVOKED UPON MY DEATH, PROVIDED ANY PERSON RELYING ON THIS POWER OF ATTORNEY SHALL HAVE FULL RIGHTS TO ACCEPT AND RELY UPON THE AUTHORITY OF MY ATTORNEY-IN-FACT UNTIL IN RECEIPT OF ACTUAL NOTICE OF REVOCATION.

SIGNED UNDER SEAL THIS _____ DAY OF _____, 1996..



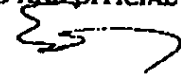
Signature

STATE OF FLORIDA
COUNTY OF DADE

On / / 1996 before me, ELYANE BECHTINGER personally appeared,

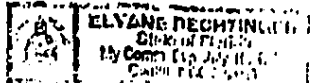
Personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is / are subscribed to the within instrument and acknowledged to me that he / she / (they) executed the same in his/her/their authorized capacity (ies), and that by his / her / their signature(s) on the instrument the person(s), or The entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS MY HAND AND OFFICIAL SEAL.



Signature
Notary Public

Affiant ___ Known ___ Produced ID ___
Type of ID _____

(Seal) 

FILED
95 JUN 01 PM 12:00
MILWAUKEE, FLORIDA

8411 000001468

P96000009739

MIAMI 2nd OF FEBRUARY 1996

INCBLB 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: ~~65-0636637~~ SALES TAX # 23-08-461032-70

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,

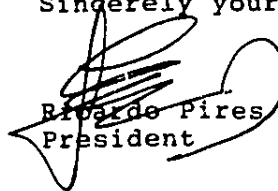
By this letter we would like to inform you the new address
of our administrative offices:

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

6/21/97 JJ
RA ENG/FORM