18 9:42 AM PUBLIC ACCESS SYSTEM ING COVER B 33135 ORMON: (306) 341-36/4 FAX: (905¶ 541-3770 (((\$98000001468))) DOOUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A. NAME: INCUL. ENTERPRIBER, CORP. FAX AUDIT NUMBER: H98000001488 CUR CURRENT STATUS: REQUESTED TIME REQUESTED: 09:42:16
CERTIFICATE OF STATUS: 0 DATE REQUESTED: 01/31/1998 CERTIFIED COPIES: 1 NUMBER OF PAGES: 8 METHOD OF DELIVERY: FAX ESTIMATED CHARGE: \$122.50

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ARTICLES OF INCORPORATION

TREPARRIEN.

BALMIENERS LEGAL, INC.

101 MATTHERS RELIGIAL, INC.

BHAMM, M. ANIAI (MATTHERS LEGAL TIVC.

BE LBUSTNESS LEGAL TIVC.

APTH AVE. 141 N.E. Brd AVE. Suite 306

ARTICLE 1 -- NAME

Miom', FL 3332 (309)373, G211

ELYANE BECHTENGER

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

WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT:

3049 NN 6 AVB MIANI, FL 33126

ARTICLE II - PURPOSE

in V (C)

THIS CORPORATION SHALL HAVE THE PERPETUAL EXISTENCE AND MAY ENGAGE IN ANY AND ALL LAWI'UL DUSINESS 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 AF 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 OR 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

ARTICLE VI -- INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL, HAVE DIRECTOR(S) INITIALLY, THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME THE BYLAWS, 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 *** -- MANAGEMENT OF CORPORATION SHAREHOLDERS

ALL CORFUNATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND APPLIES OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTOR OF, SMARGEFULDERS OF THIS CORPORATION.

ARTICLE X -- BY LAWS

THE POWER TO ADOPT, AFTER, 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

STATE OF FLORIDA)
COUNTY OF DADE

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

RICANDO 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 WITHESS 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 PUDLIC

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.

ACKNOWLEDGMEN'T:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF:

INCELL ENTERPRISES, CORP.

TO ACCEPT SURVICE 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

SPECIFIC POWER OF ATTORNEY

BE IT KNOWLEDGED, THAT!, 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 INV 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 I'EIN #, ANY KIND OF BUSINESS LICENSES, INQUIRE ABOUT LIABILITIES WITH THE I. R. S., FLORIDA DEPARTMENTS, CUSTOMS, AND ANY OTHER GOVERNMENTAL OFFICE. THE AUTHORITY HEREIN SHALL, INCLUDE SUCH INCIDENTAL ACTS AS ARE REASONABLY REQUIRED TO CARRY OUT AND PERFORM THE SPECIFIC AUTHORITIES GRANTED HEREIN.

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

THIS POWER OF ATTORNEY IS EFFECTIVE UPON EXECUTION. THIS POWER OF ATTORNEY MAY DE 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. .	
	يت		
		Signature	35.
STATE OF FLORIDA COUNTY OF DADE			18:51 18:51
On / / 1996 before me, ELYANE BECH	ITINGER personally	appeared,	10 14 14 14 14 14 14 14 14 14 14 14 14 14
Personally known to me for proved to me or	the basis of satisfac	ctory evidence) to be the	nerion(a) whole

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 (ics), 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
(Soal)	ELVANG PECHYINGTH DISCHARGE BY COMMITTEE BY	

D1.9

P96000009739

MIAMI 2nd OF FEBRUARY 1996

INCELL ENTERPRISES CORP. 3049 NW 62nd AVENUE MIAMI PL 33126

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

REF.: CHANGE OF ADDRESS

FEIN: 65-0636537 SALES TAX # 23-08-451032-78

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

3049 NW 82nd AVEBUE 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

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DIVISION OF CORPORATIONS

THE MAY 8 - 1006

P96000009739

Miami, August 5th, 1996

Secretary of State
Division of Corporation
P. O. Box 6327
Tallahassee, F1. 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, F1. 33131

Thanking you for your cooperation, we remain,

Singerely yours,

President

rebright 3