

P96000015220

February 12, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Adesso Ltd., Inc.

000001714360
-02/14/96--01075--006
****122.50 ****122.50

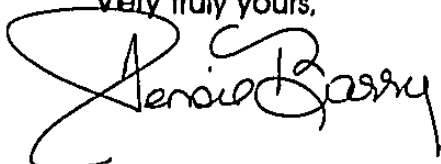
Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and fee for registered agent designation for the above corporation.

ALSO PLEASE FIND A FEDERAL EXPRESS AIRBILL FOR THE PROMPT RETURN OF OUR PAPERWORK. WE APPRECIATE YOUR COOPERATION IN EXPEDITING THIS, SINCE TIME IS OF ESSENCE.

Very truly yours,



Tensle Barry

Adesso Ltd., Inc.
42112 Fisher Island
Fisher Island, Fl 33109
Tel.: (305) 534-3399

FILED
96 FEB 14 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

Adesso, Ltd., Inc.

of

(name of corporation)

FILED

96 FEB 14 PM 12:29

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Adesso, Ltd., Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 1,000 shares (1,000) of one Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	<u>Tensie Barry</u>		
ADDRESS	<u>42112 Fisher Island</u>		
CITY	<u>Fisher Island</u>	FLORIDA	ZIP <u>33109</u>

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>Adesso Ltd., Inc.</u>		
ADDRESS	<u>42112 Fisher Island</u>		
CITY	<u>Fisher Island</u>	FLORIDA	ZIP <u>33109</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>Tensie Barry</u>		
ADDRESS	<u>42112 Fisher Island</u>		
CITY	<u>Fisher Island</u>	STATE <u>FL</u>	ZIP <u>33109</u>
NAME	<u>Katherine Biscardi</u>		
ADDRESS	<u>42112 Fisher Island</u>		
CITY	<u>Fisher Island</u>	STATE <u>FL</u>	ZIP <u>33109</u>
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the Incorporators signing these Articles of Incorporation are as follows:

NAME	Tensie Barry		
ADDRESS	42112 Fisher Island		
CITY	Fisher Island	STATE	FL ZIP 33109
NAME	Katherine Bisconti		
ADDRESS	42112 Fisher Island		
CITY	Fisher Island	STATE	FL ZIP 33109
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 12 day of February, 1990.

Tensie Barry (Seal)
Katherine Bisconti (Seal)
 (Seal)

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

Adesso, Ltd., Inc.

(name of corporation)

FILED
96 FEB 14 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 42112 Fisher Island
Fisher Island, FL 33109

has named Tensie Barry
located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.

Tensie Barry
(registered agent)