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FROM: EMPIRE CORPORATE KIT COMPANY
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MIAMI FL 33135-
CONTACT: RAY STORMONT
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: NRJ CORPORATION
FAX AUDIT NUMBER: H96000002020
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FEB 23 AM 10:43
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
NRJ ENTERPRISES CORPORATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

1. NAME. The name of the Corporation is: NRJ Enterprises Corporation.
2. DURATION. The period of its duration is perpetual.
3. PURPOSE. The purpose is to engage in any activities or business permitted under the laws of the United States of Florida.
4. CAPITAL STOCK. The Corporation is authorized to issue TEN THOUSAND (10,000) shares of common stock, all of one class, at NO par value.
5. PRINCIPAL OFFICE. The address of the principal office of the corporation is as follows:
100 Almeria Avenue, Suite #230
Coral Gables, FL. 33134
6. INITIAL REGISTER AGENT. The name and address of the initial registered agent of the corporation is as follows:
Rafael A. Espinosa, C.P.A.
100 Almeria Avenue, Suite #230
Coral Gables, FL. 33134
7. INITIAL BOARD OF DIRECTORS. The corporation shall have ONE (1) director initially. The number may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than ONE (1) director.

The name and address of the initial director of the corporation is:

Rafael A. Espinosa, C.P.A.
100 Almeria Avenue, Suite #230
Coral Gables, FL. 33134

PREPARED BY:

RAFAEL A. ESPINOSA, C.P.A.
100 Almeria Ave #230
Coral Gables, FL 33134
305-529-0345

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8. **AMENDMENT OF ARTICLES.** The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.
9. **INDEMNIFICATION.** To the extent permitted by law, the corporation shall indemnify any officer or director, or any former officer or director in the manner set out and provided for the bylaws of the corporation.
10. **INCORPORATOR.** The name and address of the incorporator is:

Rafael A. Espinosa, C.P.A.

100 Almeria Ave., Suite #230
Coral Gables, FL 33134

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21st day of February, 1996.


INCORPORATOR
Rafael A. Espinosa, C.P.A.

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared, who has produced FDK as identification and who executed the foregoing Article of Incorporation, and he acknowledged to and before me, that he executed the same for the purposes therein expressed.

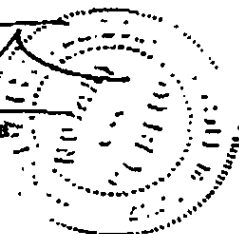
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 21st day of February, 1996.

MY COMMISSION EXPIRES:



"OFFICIAL SEAL"
Nereida Luz Felizola
My Commission Expires 6/25/98
Commission #CC 211011


NOTARY PUBLIC, State of Florida



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**CERTIFICATE DESIGNATING REGISTERED AGENT UPON WHOM
PROCESS MAY BE SERVED WITHIN THIS STATE**

In pursuance of Chapter 607.325 of the Florida statutes, the following is submitted in compliance with said Act:

FIRST, that NRJ Enterprises Corporation, the undersigned corporation organized to do business under the laws of this State, has appointed Rafael A. Espinosa, C.P.A., as its agent to accept service of process within this state at the following address:

RAFAEL A. ESPINOSA, C.P.A.
100 Almeria Avenue, Suite #230
Coral Gables, FL. 33173

Having been named to accept service of process for the above stated corporation, we hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: R. Espinosa
Rafael A. Espinosa, C.P.A.

Date: 2/21/96