

Jacob Fishman
1385 NORTHWEST 18TH STREET
Miami, Florida 33125

35-96
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ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is Shar-On Business, Inc.

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be:

2812 NW 35 St., Miami, Fla. 33142

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transaction any and all lawful business.

ARTICLE IV- CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2812 NW 35 St., Miami, Fla. 33142 and the name of the initial registered agent of this corporation at that address is Ilya Palinsky.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall initially have one (1) Director to hold office until the first annual meeting of stockholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the corporation. The name and address of the initial Director is:

Sharon Kaynon
2812 NW 35th St.
Miami, Florida 33142

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Ilya Palinsky
2812 NW 35th St.
Miami, Florida 33142

ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify an Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

The corporation reserves the right to amend or appeal any provision contained in these Articles Of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles Of Incorporation on the date of signing.

Dated: February 26, 1996.



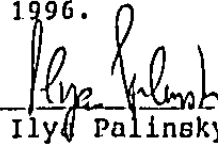
Ilya Palinsky, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In compliance with Section 607.0501, Florida Statutes,
the following is submitted.

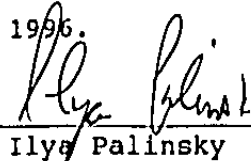
First, that Shar-On Business, Inc., desiring to
organize or qualify under the laws of the State Of Florida,
has named Ilya Palinsky, 2812 NW 35 St., Miami, Fla. 33142,
as its agent to accept service of process within Florida.

Dated: February 26, 1996.


Ilya Palinsky, Incorporator

Having been named to accept service of process for the
above stated corporation, at the place designated in this
Certificate, I hereby agree to act in this capacity. I
further agree to comply with the provisions of all statutes
relative to the proper and complete performance of my
duties, and I am familiar with and accept the obligations of
my position as registered agent.

Dated: February 26, 1996.


Ilya Palinsky

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA