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MIRKIN & WOOLF

Attorneys at Law

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1700 Palm Beach Lakes Blvd.  
West Palm Beach, Florida 33401  
phone 407-687-4460  
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March 8, 1996

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Articles of Incorporation

Gentlemen:

Enclosed for filing please find an original and one copy of  
Articles of Incorporation for Morgado Enterprises Inc.


Also enclosed please find a check in the amount of \$122.50 to  
cover the filing fee and fee for a certified copy.

Upon filing, please hand our messenger the certified copy of the  
Articles of Incorporation.

Thank you for your immediate attention to this matter.

Sincerely,

MIRKIN & WOOLF, P.A.

  
Marc S. Woolf  
MSW/cmf

FILED  
96 MAR -8 PM 3:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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96 MAR -8 PM 1:19  
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION  
OF  
MORGADO ENTERPRISES INC.

FILED  
MAR -8 PM 3:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

ARTICLE I. NAME

The name of the Corporation shall be Morgado Enterprises Inc. The principal place of business shall be 22051 Flower Drive, Boca Raton, Florida 33428.

ARTICLE II. NATURE OF BUSINESS

The Corporation may engage in or transact all lawful activities or businesses permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The total number of shares which the Corporation shall have authority to issue is one million (1,000,000) shares of common stock having a par value of \$0.01 per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the Corporation is 22051 Flower Drive, Boca Raton, Florida 33428 and the name of the initial registered agent of the Corporation at that address is Joseph Morgado, Jr.

ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

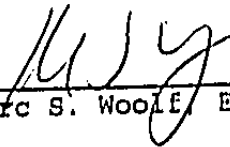
ARTICLE VI. DIRECTORS

This Corporation shall have two (2) directors initially. The name and address of the initial members of the Board of Directors are Joseph Morgado, Jr. 22051 Flower Drive, Boca Raton, Florida 33428 and Antonio C. Morgado 22051 Flower Drive, Boca Raton, Florida 33428

ARTICLE VII. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are Marc S. Woolf, Esq., 1700 Palm Beach Lakes Blvd., Suite 580, West Palm Beach, Florida 33401.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 7 day of March, 1996.

  
\_\_\_\_\_  
Marc S. Woolf, Esq.

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

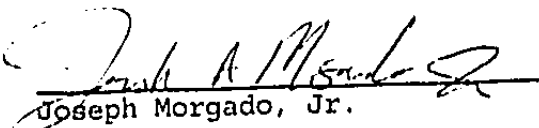
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36 MAR -3 PM 3:45  
STATE OF FLORIDA

The following is submitted in accordance with the requirements of Chapter 48.091, Florida Statutes:

MORGADO ENTERPRISES INC., desiring to organize under the laws of the State of Florida with its registered office address, as indicated in the Articles of Incorporation, as 22051 Flower Drive, Boca Raton, Florida 33428, has named JOSEPH MORGADO, JR. as its agent to accept service of process within this State.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above-stated Corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, F.S., relative to keeping open said office.

  
Joseph Morgado, Jr.