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(((H96000004940))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: 3 FRIENDS RAGS, INC.

FAX AUDIT NUMBER: H96000004940

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

3 FRIENDS RAGS, INC.

I, the undersigned, hereby associate myself for the purpose of becoming a corporation under the provision of the General Business Corporation Act of the State of Florida.

ARTICLE I

The name of the corporation shall be: 3 Friends Rags, Inc.

ARTICLE II

This corporation shall have perpetual existence unless dissolved voluntarily or involuntarily.

ARTICLE III

The general purpose for which this corporation is organized shall include all transactions of any and all lawful business permitted under the General Business Corporation Act and the laws of the State of Florida.

ARTICLE IV

The initial capital of this corporation shall be in excess of Five Hundred Dollars (\$500.00).

ARTICLE V

The maximum number of shares of capital stock that this corporation is authorized to issue is 500 shares of common stock, having a par value of one dollar (\$1.00) per share. This class of shares shall have full voting rights.

The corporation shall have the power to amend these Articles at any time to provide for the issuance of additional classes of stock and to declare provisions for preferences, limitations, and relative rights in respect to the shares of each class.

Prepared by: Barry T. Shevlin, Esq.
Florida Bar No.: 511587
1111 Kane Concourse
Suite 605
Bay Harbor Islands, Florida 33154
Florida Bar No.: 981974
(305) 868-0304

4455XXXXXX

Ohh

The number of directors constituting the initial board of directors of the corporation is one but no more than five, and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until successors are elected and shall qualify are:

ARTICLE VII

PRESIDENT/ SECRETARY:

ARTICLE IX

ARTICLE X

Stuart Tromberg, 725 S.E. 9th Court, Hialeah, Florida 33010

The designated registered agent for this corporation is Barry T. Shevlin, Esq. whose address is as follows:

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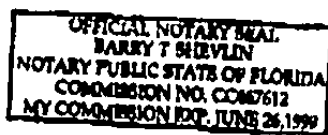
The corporation may adopt by-laws and regulations creating, defining, limiting and regulating the powers of the corporation, the directors and stockholders, or any class of stockholders including but not limited to any provision for cumulative voting for directors, and any provisions which are required or permitted under the General Business Corporation Act of the State of Florida.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation for 3
FRIENDS RADIO, INC., this 13th day of March, 1996.

STATE OF FLORIDA)
COUNTY OF DADE) SS.:

BEFORE ME, the undersigned authority, this 13th day of March, 1996, personally appeared Stuart Tromberg, who produced a drivers license, and after being duly sworn on oath, deposed and said he has fully read and understood the foregoing Articles of Incorporation for 3 FRIENDS RAGS, INC., and have executed same knowingly and voluntarily for the purposes expressed therein.

SWORN TO AND SUBSCRIBED before me this 13th day of March 1996.



Barry T. Stevin
BARRY T. STEVIN
NOTARY PUBLIC, State of Florida

Q5670000493

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED; 3 FRIENDS RAGS, INC., DESIRING TO ORGANIZE AND QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS CORPORATE ADDRESS AT: 725 S.E. 9TH COURT, HIALEAH, FLORIDA, 33322, AND WITH ITS REGISTERED AGENT FOR SERVICE OF PROCESS WITHIN FLORIDA BEING BARRY T. SHEVLIN, ESQ. AT THE LAW OFFICES OF BARRY T. SHEVLIN, 1111 KANE CONCOURSE, SUITE 605, BAY HARBOR ISLANDS, FLORIDA 33154 HAVING BEEN MADE 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, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF DUTIES.

DATE 3-26-96

This Document Prepared by:
Barry T. Shevlin
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