

P96000039833

April 29, 1996

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

000001809890
-05/06/96--01072--004
****122.50 ****122.50

Dear Sirs:

Enclosed are two copies of Certificate of Incorporation for our client, SOWE, INC.

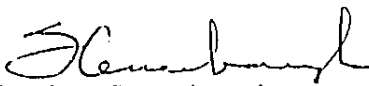
Also enclosed is my check payable to Secretary of State in the amount of \$122.50 for the following:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Designation	35.00

Please mail the completed Corporate Papers to:
SOWE, INC.
c/o Sandra Cencebaugh
960 Arthur Godfrey Road, #401
Miami Beach, Florida 33140

Thank you very much.

Yours truly,


Sandra Cencebaugh
Accountant for SOWE INC.

cc: SOWE, INC.
file

Enc

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY -3 PM 12:07

g. 5/9/96

FILED
IN THE OFFICE OF THE
CLERK OF THE STATE
TREASURY DEPARTMENT

96 MAY -3 PM 12:07

CERTIFICATE OF INCORPORATION
OF
SOWE, INC.

WE, THE UNDERSIGNED, HEREBY ASSOCIATE OURSELVES TOGETHER
FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF
THE STATE OF FLORIDA, BY AND UNDER THE PROVISIONS OF THE
STATUTES OF THE SAID STATE OF FLORIDA.

ARTICLE I

THE NAME OF THIS CORPORATION SHALL BE:
SOWE, INC.

ARTICLE II

THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS
PERMITTED UNDER THE LAWS OF THE UNITED STATES AND OF THE
STATE OF FLORIDA.

ARTICLE III

THE MAXIMUM NUMBER OF SHARES OF CAPITAL STOCK THAT
THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE
TIME IS 1000 SHARES OF COMMON STOCK, HAVING A PAR VALUE OF
ONE (\$1.00) DOLLAR PER SHARE.

ARTICLE IV

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION WILL BEGIN
BUSINESS SHALL BE THE SUM OF NOT LESS THAN \$1000.00 DOLLARS.

ARTICLE V

THIS CORPORATION SHALL EXIST PERPETUALLY UNLESS SOONER
DISSOLVED ACCORDING TO LAW.

ARTICLE VI

THE INITIAL STREET OF THE PRINCIPAL OFFICE OF THE CORPORATION
SHALL BE:

1516 WASHINGTON AVENUE
MIAMI BEACH, FL 33139

ARTICLE VII

THE NUMBER OF DIRECTORS OF THIS CORPORATION SHALL BE AT LEAST
ONE (1) AND NOT MORE THAN FIVE (5).

ARTICLE VIII

THE NAME AND STREET ADDRESSES OF THE MEMBERS OF THE FIRST
BOARD OF DIRECTORS OF THIS CORPORATION IS AS FOLLOWS:

CARLO FERRARI
108 WEST RIVO ALTO DRIVE
MIAMI BEACH, FL 33139

ARTICLE IX

THE NAME AND STREET ADDRESS OF THE PERSON SIGNING
THESE ARTICLES OF INCORPORATION AS SUBSCRIBED IS AS FOLLOWS:

CARLO FERRARI
108 WEST RIVO ALTO DRIVE
MIAMI BEACH, FL 33139

ARTICLE X

THE CORPORATE EXISTENCE OF THIS CORPORATION SHALL BEGIN ON
THE DATE THE ARTICLES OF INCORPORATION ARE FILED OF RECORD.

IN WITNESS WHEREOF, THE UNDERSIGNED, CARLO FERRARI,
BEING A NATURAL PERSON, COMPETENT TO CONTRACT, HAS HEREUNTO
SET HIS HAND AND SEAL THIS 26TH DAY OF APRIL, 1996.

STATE OF FLORIDA

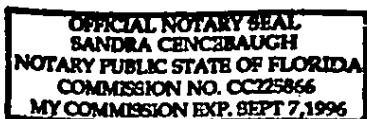
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)SS

COUNTY OF DADE

BEFORE ME THE UNDERSIGNED NOTARY PUBLIC OF THE STATE OF
FLORIDA PERSONALLY APPEARED CARLO FERRARI TO ME WELL KNOWN
AND KNOWN TO ME TO BE THE INDIVIDUAL DESCRIBED IN AND WHO
EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND HE
ACKNOWLEDGED BEFORE ME THAT HE EXECUTED THE SAME FREELY AND
VOLUNTARILY FOR THE PURPOSE THEREIN EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL THIS 26TH DAY
OF APRIL, 1996

Sandra Cencebaugh
NOTARY PUBLIC, STATE OF FLORIDA



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 MAY -3 PM 12:07

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

IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED, IN COMPLIANCE WITH SAID ACT:

FIRST: THAT SOWE, INC. DESIRING TO ORGANIZE UNDER THE LAWS
OF THE STATE OF FLORIDA WITH ITS PRINCIPAL OFFICES AS
INDICATED IN THE ARTICLES OF INCORPORATION, IN THE CITY OF
MIAMI, COUNTY OF DADE, STATE OF FLORIDA, HAS NAMED
SANDRA CENCEBAUGH

AS ITS AGENT TO ACCEPT SERVICES OF PROCESS WITHIN
THIS STATE.

ACKNOWLEDGEMENT

HAVING BEEN NAMED TO ACCEPT SERVICES 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 SAID ACT RELATIVE TO
KEEPING OPEN SAID OFFICE.

BY: Sandra Cencebaugh