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TO: DIVISION OF CORPORATIONS FROM: FAS-T CORP. AGENTS, INC.
DEPARTMENT OF STATE 8405 NW 53RD ST
STATE OF FLORIDA SUITE C-100
409 EAST GAINES STREET MIAMI FL 33166-
TALLAHASSEE, FL 32399 CONTACT: LIDIA FERNANDEZ
FAX: (904) 922-4000 PHONE: (305) 599-0839
FAX: (305) 592-9591
(((H96000006688))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: U.F.O.B. BEEPERS & RECORDS, INC.
FAX AUDIT NUMBER: H96000006688 CURRENT STATUS: REQUESTED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

U.F.O.S. Beepers & Records, Inc.

THE UNDERSIGNED INCORPORATOR, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATE ACT, HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I. NAME OF THE CORPORATION

THE NAME OF THE CORPORATION SHALL BE: U.F.O.S. Beepers & Records, Inc.

ARTICLE II. NATURE OF THE BUSINESS

THIS CORPORATION MAY ENGAGE IN OR TRANSACT ANY OR ALL LAWFUL ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES, THE STATE OF FLORIDA, AND ANY OTHER STATE, COUNTRY, TERRITORY OR NATION. THE PRIMARY BUSINESS PURPOSE OF THE CORPORATION WILL BE THE PURCHASING AND SELLING OF GOODS. THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION SHALL BE:

5300 West 21st Court Suite 310
Hialeah, Florida 33016

ARTICLE III. CAPITAL STOCK

THE AGGREGATE NUMBER OF SHARES AND ITS PAR VALUE THAT THIS CORPORATION IS AUTHORIZED TO ISSUE AND HAVE OUTSTANDING AT ANY ONE TIME IS: 1,000 SHARES OF COMMON STOCK AT NO PAR VALUE.

ARTICLE IV. TERM OF EXISTENCE

THIS CORPORATION SHALL EXIST PERPETUALLY.

Prepared by:
Andres G. Montero, Esq.
920 Biltmore Way
Coral Gables, Fl. 33134
Florida Bar No. 965618
(305) 444-8800

H96000006688

ARTICLE V. OFFICERS AND DIRECTORS

THE NAMES AND STREET ADDRESSES OF THE INITIAL OFFICERS AND DIRECTORS, WHO SHALL HOLD OFFICE THE FIRST DAY OF THE CORPORATION'S EXISTENCE UNTIL THEIR SUCCESSORS ARE ELECTED ARE:

PRESIDENT: Rosa J. Aponte
5300 West 21st Court
Apartment 310
Hialeah, Florida 33016

VICE-PRESIDENT: Morgan Aponte, Jr.
5300 West 21st Court
Apartment 310
Hialeah, Florida 33016

SECRETARY: Rosa J. Aponte
5300 West 21st Court
Apartment 310
Hialeah, Florida 33016

TREASURER: Morgan Aponte, Jr.
5300 West 21st Court
Apartment 310
Hialeah, Florida 33016

ARTICLE VI. INCORPORATOR

THE NAME AND STREET ADDRESS OF THE INCORPORATOR TO THESE ARTICLES OF INCORPORATION IS:

ANDRES G. MONTERO
ATTORNEY AT LAW
520 BILTMORE WAY
CORAL GABLES, FL. 33134

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 2TH DAY OF MAY 1996.

SIGNATURE OF INCORPORATOR:

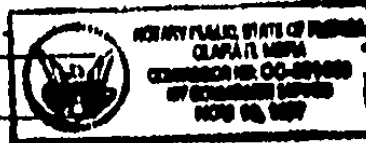


STATE OF FLORIDA
COUNTY OF DADE

SWORN TO AND SUBSCRIBED TO BEFORE ME ON May 10th, 1996,
BY AFFIANT, WHO IS PERSONALLY KNOWN TO ME.

NOTARY PUBLIC: Clara R. Mason

MY COMMISSION EXPIRES: _____



CERTIFICATION OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OF THE
FLORIDA STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/AGENT, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS: U.F.O.S. Hassett &
Records, Inc.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE
IS:

HASSETT & MONTERO, P.A.
520 BILTMORE WAY
CORAL GABLES, FL 33134

SIGNATURE: [Signature]

DATE: 05/09/96

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE
OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE
DESIGNATED IN THE CERTIFICATE, I HEREBY ACCEPT THE
APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS
CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF
ALL THE STATUTES RELATING TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT
THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

[Signature]
ANDRES G. MONTERO, REGISTERED AGENT

DATE: 05/09/96

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TALLAHASSEE, FLORIDA