

ARTESINC

ARTICLES OF INCORPORATION

OF

PROVENDERS INTERNATIONAL CORPORATION

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **PROVENDERS INTERNATIONAL CORPORATION**, (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 6190 Woodlands Boulevard, Suite 117, Tamarac, Florida 33319 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez
343 Almeria Avenue
Coral Gables, Florida 33134

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President:	Julio Cesar Loaiza
Vice-President:	Fernando A. Valencia
Secretary:	Fernando A. Valencia
Treasurer:	Julio Cesar Loaiza

whose addresses shall be the same as the principal office of the Corporation.



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SECRETARY OF STATE
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ARTESINC

ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

Fernando A. Valencia
Julio Cesar Loalza

whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8 - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.



8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Subchapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE 9 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 10 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 11 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.



ARTICLE 12 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereof, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 13 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is AmeriLawyer® Chartered, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is AmeriLawyer® Chartered, 343 Almeria Avenue, Coral Gables, Florida 33134.

ARTICLE 14 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 15 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 16 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



IN WITNESS WHEREOF, I have herunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this JUN - 3 1996.

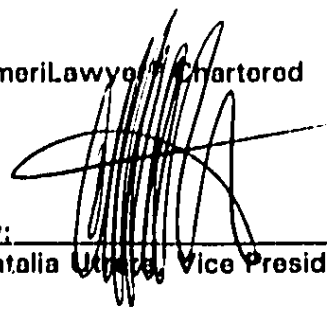

Eladio Sanchez, Incorporator

95 JUN -4 PM 2:39

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

AmeriLawyer® Chartered, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

AmeriLawyer® Chartered


By: _____
Natalia Utrera, Vice President



AMERILAWYER®

MOYE, O'BRIEN, O'ROURKE, HOGAN & PICKERT

ATTORNEYS AT LAW

SUITE 710
201 EAST PINE STREET

ORLANDO, FLORIDA 32801

TELEPHONE (407) 844-1141
TELEFAX (407) 844-1046

PATRICK J. KENNEDY*

*MEMBER OF THE FLORIDA BAR

ATLANTA OFFICE
MOYE, O'BRIEN, O'ROURKE, HOGAN & PICKERT
999 PRACHTER ST., N.E.
SUITE 250
ATLANTA, GEORGIA 30309

CHICAGO OFFICE
O'BRIEN, O'ROURKE & HOGAN
10 SOUTH LA SALLE STREET
SUITE 2000
CHICAGO, ILLINOIS 60604

August 20, 1997

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: DUIT O-TOWN, INC.

100002276391--5
-08/25/97--01127--009
*****35.00 *****35.00

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Amendment to Articles of Incorporation of Duit O-Town, Inc., a Florida corporation for profit. Please file the Articles of Amendment to Articles of Incorporation and return a file stamped copy to our offices in the enclosed self-addressed envelope. We are enclosing a check in the amount of Thirty-Five Dollars (\$35.00) to cover the cost of filing.

Thank you for your prompt attention toward this matter.

Very truly yours,

Patrick J. Kennedy
PATRICK J. KENNEDY

PJK/sp
Enclosures

Amend.

VS SEP 12 1997

FILED
97 SEP 10 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

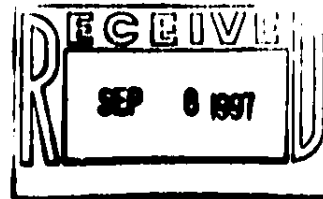


FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 4, 1997

PATRICK J. KENNEDY
201 EAST PINE ST., STE. 710
ORLANDO, FL 32801

SUBJECT: DUITI O-TOWN, INC.
Ref. Number: P96000049208



We have received your document for DUITI O-TOWN, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 397A00044253

<input checked="" type="checkbox"/> JEM	_____	<input type="checkbox"/> BLC	_____
<input type="checkbox"/> SWP	_____	<input checked="" type="checkbox"/> PJK	_____
<input type="checkbox"/> NEM	_____	<input type="checkbox"/> ARK	_____
<input type="checkbox"/> GSM	_____	<input type="checkbox"/> SJR	_____
<input type="checkbox"/> DBS	_____	<input type="checkbox"/> WWG	_____
<input type="checkbox"/> JCO	_____	<input type="checkbox"/> FILE	_____

MOYE, O'BRIEN, O'ROURKE, HOGAN & PICKERT

ATTORNEYS AT LAW

PATRICK J. KENNEDY*

*MEMBER OF THE FLORIDA BAR

SUITE 700
201 EAST PINE STREET
ORLANDO, FLORIDA 32801
TELEPHONE (407) 844-4441
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ATLANTA OFFICE
MOYE, O'BRIEN, O'ROURKE, HOGAN & PICKERT
500 PACIFIC STREET, N.W.
SUITE 250
ATLANTA, GEORGIA 30309

ORLANDO OFFICE
MOYE, O'BRIEN, O'ROURKE & HOGAN
10 NORTH LA SALLE STREET
SUITE 200
ORLANDO, FLORIDA 32801

September 9, 1997

Ms. Velma Shepard
Corporate Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

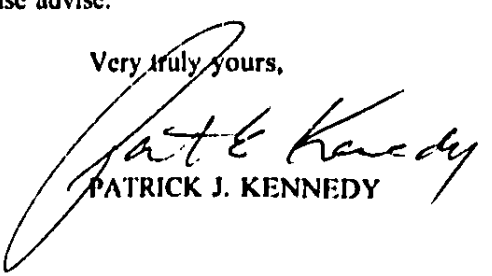
RE: DUIT! O-TOWN, INC.

Dear Ms. Shepard:

Pursuant to your correspondence of September 4, 1997, please find enclosed an original and one copy of the Acceptance by Registered Agent as well as a copy of your letter and an original and one copy of the Original Articles of Amendment to the Articles of Incorporation of Duit! O-Town, Inc.

If you require anything further, please advise.

Very truly yours,


PATRICK J. KENNEDY

PJK/sp
Enclosures

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
DUTT! O-TOWN, INC.

FILED
97 SEP 10 PM 12:35
CLERK OF CIRCUIT COURT
TALLAHASSEE, FLORIDA

DUTT! O-TOWN, INC., does hereby amend the Articles of Incorporation as follows:

A. The Amendments to be adopted were unanimously approved and adopted at a duly called meeting of the shareholders and directors of the Corporation held on July 24, 1997, said Amendments being adopted to change and amend the Articles of Incorporation to read as follows:

ARTICLE I, NAME AND PRINCIPAL OFFICE: The name of the Corporation is **DUTT! O-TOWN, INC.**, and its principal office is located at 3444 S. Lake Butler Blvd, Windermere, Florida 34785.

ARTICLE III, STOCK: The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 600 shares of common stock having a nominal or par value of One Dollar (\$1.00) per share. The shareholders of common stock shall have preemptive rights to acquire unissued or treasury shares of the Corporation. The Corporation shall be entitled to cancel or retain outstanding stock in the Corporation. Such cancellation or retention of stock shall only occur upon a resolution by the Board at a duly authorized meeting of the Board of Directors and approval of such resolution by a majority of the stockholders.

ARTICLE V, ADDRESS OF PRINCIPLE OFFICE AND NAME OF REGISTERED AGENT: The street address of the principal office of this Corporation in the State of Florida is 3444 S. Lake Butler Blvd, Windermere, Florida 34786. The Board of Directors may from time to time move the principal office to any other address in Florida. The Registered Agent of this Corporation is **PATRICK J. KENNEDY, ESQ.**, whose address is c/o Moye, O'Brien, O'Rourke, Hogan & Pickert, 201 East Pine Street, Suite 710, Orlando, Florida 32801.

ARTICLE VI, DIRECTORS: This Corporation shall have up to three (3) directors. The number of directors may be increased or diminished from time to time through By-Laws adopted by the stockholders.

ARTICLE VII, CURRENT DIRECTORS: The name and addresses of the current members of the Board of Directors as of the date of these Articles are:

NAME

ADDRESS

JILL C. HEGARTY

3444 S. Lake Butler Blvd
Windermere, Florida 34786

IN WITNESS WHEREOF, I have hereunto set my hand this 18th day of August 1997.

DUIT! O-TOWN, INC.

By: [Signature]
JILL C. HEGARTY, Officer and Director

STATE OF FLORIDA
COUNTY OF San Diego

The foregoing instrument was acknowledged before me this 18th day of August 1997 by JILL HEGARTY of DUIT! O-TOWN, INC., a Florida corporation, on behalf of the corporation. She is personally known to me or has produced _____ as identification and did (did not) take an oath.

[Signature]
(Signature of Person Taking Acknowledgement)

NOTARY PUBLIC - STATE OF FLORIDA
[Signature]
(Name of Acknowledged Person, Printed or Stamped
SERIAL NUMBER AND DATE OF COMMISSION)

(Title or Rank)

(Serial Number, if any)

ACCEPTANCE BY REGISTERED AGENT

PATRICK J. KENNEDY, ESQ., having been named as the Registered Agent in the foregoing Articles of Amendment to the Articles of Incorporation of Duit! O-Town, Inc. to accept service of process for the corporation at 201 East Pine Street, Suite 710, Orlando, Florida 32801 hereby agrees to act as the Registered Agent and comply with the laws of the State of Florida relative to such position.



Registered Agent