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CARLOS & LINDA BABOUN 7136 BALLANTRAE CT MIAMI LAKES, FL. 33014 (305)819-3526

FILED

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SCORE LANGUER AND STATE

JUNE 14, 1996

DIVISION OF CORPORATIONS P.O.BOX 6327 TALLAHASSEE, FL. 32314

RE: BABCO INVESTMENTS, INC. / ARTICLES OF INCORPORATION

7136 BALLANTRAE C'T MIAMI LAKES, FL. 33014

COCCOMBA 855 -06/19/95-11/154-*****(70/90/ *****

GENTLEMEN:

ENCLOSED PLEASE FIND THE ARTICLES OF INCORPORATION FOR ABOVE MENTIONED COMPANY. PLEASE STAMP THE COPY AND RETURN TO US AS SOON AS POSSIBLE. THANK YOU FOR YOUR PROMPT COOPERATION.

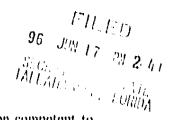
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LINDA BABOUN

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ARTICLES OF INCORPORATION OF



BABCO INVESTMENTS, INC.

The undersigned subscribers 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:

BABCO INVESTMENTS, INC.

The initial principal place of business of this corporation is:

7136 Ballantrae Court Miami Lakes, Florida 33014

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities of business permitted under the laws of the United States of America, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock at a par value of \$1.00 (one dollar) each.

ARTICLE IV INDEMNITY

The Corporation shall indemnify its directors, officers and employees as follows:

(a) Every director, officer, or employee of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be made a party, or in which he may become involved, by reason of his being or having been a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer,

employee or agent of the corporation, partnership, joint venture, trust or enterprise, or any settlement thereof, whether or not he is a director, officer, employee or agent at the time such expenses are incurred, except in such cases wherein the director, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Corporation.

(b) The Corporation shall provide to any person who is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of the corporation, partnership, joint venture, trust or enterprise, the indemnity against expenses of suit, litigation or other proceedings which is specifically permissible under applicable law.

ARTICLE V. ADDRESS

The street address of the initial registered office of the corporation shall be

7136 Ballantrae Court Miami, Florida 33014

and the name of the registered agent of the corporation at that address is

Linda N. Baboun

ARTICLE VI TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VII. OFFICERS AND DIRECTORS

This corporation shall have the following officers, initially. The initial officers shall hold office for the first year of the corporation, or until his successor is elected or appointed. Thy are:

DIRECTOR & PRESIDENT:

Linda N. Baboun 7136 Ballantrae Court Miami, Florida 33014

VICE PRESIDENT

TREASURER & SECRETARY:

Carlos J. Baboun 7136 Ballantrae Court Miami, Florida 33014

The name and street address of the incorporator to these Articles of Incorporation is:

Linda N. Baboun 7136 Ballantrae Court Minmi, Florida 33131-2492

1, the undersigned, hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this Friday, June 14, 1996.

Linda N. Baboun - President

STATE OF FLORIDA **COUNTY OF DADE**

The foregoing instrument was acknowledged before me this Friday, June 14, 1996.

Notary Public State of Florida at Large

MARY CONTALEZ Notary PerPley Class of Fredda My Commission Expense March 3, 1997 Commission No. CC 262735