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July 24, 1996

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

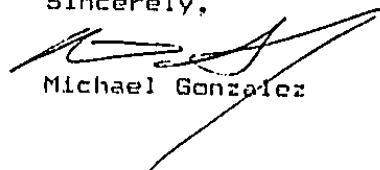
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Dear Sir/Madam:

Enclosed are my client's Articles of Incorporation and a check for \$122.50 for filing. Please send the certification to Mr. Leigh B. Ritch, 12240 S.W. 132 Ct., Miami, FL 33186.

If you have any questions, please don't hesitate to call.

Sincerely,



Michael Gonzalez

MG/p

PMC
8-2-96

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PRESTIGE PURCHASING, INC.

We, the undersigned, in order to form a corporation under and pursuant to the provisions of the Laws of Florida for the purposes set forth below, hereby subscribe to these Articles of Incorporation.

ARTICLE I.

The name of the Corporation is:

PRESTIGE PURCHASING, INC.

ARTICLE II.

This Corporation is organized for the following purposes:

- a. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.
- b. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, and other negotiable instruments, including bonds, debentures, or other obligations of this corporation, whether secured by mortgage pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchase or acquired, or for other lawful objects.
- c. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of indebtedness, created by any corporation and while owner of such stock or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.
- d. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; and provided further, that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.
- e. Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do

any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

ARTICLE III.

The maximum number of shares of capital stock that this Corporation is authorized to issue is 100 shares. Such shares shall have a par value of One and No/100 (\$1.00) Dollar per share.

ARTICLE IV.

The amount of capital with which the Corporation will begin business shall be One Hundred and No/100 (\$100.00) Dollars.

ARTICLE V.

The existence of this corporation shall be perpetual.

ARTICLE VI.

The address of the Corporation's principal office is 12240 S.W. 132 Court, Miami, Dade County, Florida 33186.

ARTICLE VII.

The Board of Directors of this corporation shall consist of not less than one and not more than four members.

ARTICLE VIII.

The name and address of the first Board of Directors, who shall, subject to these Articles of Incorporation, By-Laws, and the Laws of Florida, hold office for the first year of the corporation's existence, or until their successors shall have been elected and qualified, are as follows:

Leigh B. Ritch
12240 S.W. 132 Court
Miami, FL 33186

ARTICLE IX.

The name and address of the initial registered agent of the corporation is Leigh B. Ritch, 12240 S.W. 132 Court, Miami, FL 33186

ARTICLE X.

The name and address of each person signing these articles of incorporation as a subscriber is:

LEIGH B. RITCH

12240 S.W. 132 Court
Miami, FL 33186

ARTICLE XI.

The officers of the corporation until the first meeting of the corporation Board of Directors, or until successors are elected, shall be:

Leigh B. Ritch

President, V-President
Secretary, Treasurer

ARTICLE XII.

This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial sole stockholder or the successor of all shares of the stockholder, or when there are two or more stockholders owning stock in the corporation, at a meeting held for that purpose, stockholders may elect to operate with a Board of Directors and officers as provided elsewhere in these Articles of Incorporation. At such time there shall be elected a minimum of three directors who shall hold office for one year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such persons to file the offices of President, Vice President, Secretary, Treasurer, and such other offices as are permitted by the By-Laws of the corporation. The officers shall serve for one year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-Laws.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals on this 30th day of July, 1996.

Leigh B. Ritch
LEIGH B. RITCH

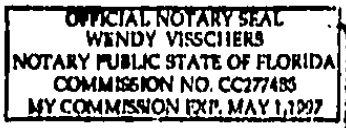
ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept the duties and responsibilities as Registered Agent for said Corporation and agree to comply with all the requirements of the law pertaining thereto.

Leigh B. Ritch
LEIGH B. RITCH
Registered Agent

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was subscribed to before me on this
30 day of July, 1996, by LEIGH B. RITCH, who
is personally known to me or who produced _____ as
identification.



Wendy Visschers
Notary Public

Name of Notary Printed or Stamped