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8/26/96 FLORIDA DIVISION OF CORPORATIONS 10:02 AM
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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135-
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

(((H96000011869))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: REEDOM, INC.
FAX AUDIT NUMBER: H96000011869 CURRENT STATUS: REQUESTED
DATE REQUESTED: 08/26/1996 TIME REQUESTED: 10:01:40
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 4 METHOD OF DELIVERY: FAX
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 26, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI8, FL 33135

SUBJECT: REEDOM, INC.
REF: W96000017859

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Loria Poole
Corporate Specialist

FAX Aud. #: H96000011869
Letter Number: 596A00040358

H96000011869

CERTIFICATE OF INCORPORATION
OF
REEDOM, INC.

THE UNDERSIGNED subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby associates together to form a corporation for profit under the laws of the State of Florida, and further does agree to the following conditions of said corporation:

ARTICLE I: NAME

The name of the corporation is: REEDOM, INC.

ARTICLE II: PLACE OF BUSINESS

The principal place of business of the corporation is: 450 N. Park Road, Suite #400, Hollywood, FL 33021.

ARTICLE III: NATURE OF BUSINESS

This corporation is organized for the following purpose or purposes; to engage in any and all business ventures and transactions allowable under any and all applicable state and federal laws and all things related thereto and for the purpose of transacting any and all lawful business.

ARTICLE IV: CAPITAL STOCK

This corporation is authorized to issue a maximum of 100 shares of stock. The shares of stock authorized shall be common stock, having no par value. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE V: INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The corporation's initial Registered Agent and Registered office in the State of Florida shall be: MARTIN G. BROOKS, P.A., 450 N. Park Road, Suite #400, Hollywood, FL 33021.

THIS INSTRUMENT PREPARED BY;

MARTIN G. BROOKS, P.A.
1st Nationwide Bank Building
450 N. Park Road, Suite #400
Hollywood, FL 33021
954-987-0060
FBN. 117709

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ARTICLE VI: INITIAL BOARD OF DIRECTORS

The number of Directors may be altered from time to time by the By-Laws adopted by the stockholders. However, the corporation shall have no less than one (1) director at any time. The name and post office address of each member of the first Board of Directors are:

NAME	ADDRESS
MARTIN G. BROOKS, P.A.	450 N. Park Road, Suite #400 Hollywood, FL 33021

The members of the first Board of Directors shall hold office until the first annual meeting of the stockholders of the corporation.

ARTICLE VII: INCORPORATOR(S)

The name and post office address of each Incorporator execute these Articles of Incorporation are as follows:

NAME	ADDRESS
MARTIN G. BROOKS	450 N. Park Road, Suite #400 Hollywood, FL 33021

ARTICLE VIII: AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholder(s) is subject to this reservation.

ARTICLE IX: COMMENCEMENT DATE

Corporate existence will commence on date Articles of Incorporation are filed with the Secretary of State, the State of Florida.

THE UNDERSIGNED Incorporator(s) for the purpose of forming a corporation to do business with the State of Fl·rida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein contained are stated true.

MARTIN G. BROOKS, P.A.

BY: MARTIN G. BROOKS

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CERTIFICATE DESIGNATING REGISTERED AGENT
FOR SERVICE OF PROCESS

Pursuant to Chapter 48.091, Florida Statutes, the undersigned hereby designates MARTIN G. BROOKS, P.A., whose address is 450 N. Park Road, Suite #400, Hollywood, FL 33021 as its Registered Agent to accept service of process with the State of Florida.

MARTIN G. BROOKS, P.A.

BY: MARTIN G. BROOKS

ACCEPTANCE

THE UNDERSIGNED hereby accepts the foregoing designation as Registered Agent for service of process with the State of Florida, and agrees to comply with the provisions of the law applicable to said designation.

MARTIN G. BROOKS, P.A.

BY: MARTIN G. BROOKS

THIS INSTRUMENT PREPARED BY:

MARTIN G. BROOKS, P.A.
1st Nationwide Bank Building
450 N. Park Road, Suite #400
Hollywood, FL 33021
954-987-0060

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DEC-31-1996 ... EMPIRE CORPORATE KIT

8 11:58 AM

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: RHEDOM, INC.
AUDIT NUMBER......H96000018225
DOC TYPE..........BASIC AMENDMENT
CERT. OF STATUS..0
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

H96 000018225

REEDOM, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

"ARTICLE I: NAME

The name of the corporation is: "REEDOM HOLDING CO., INC."

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SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

Martin G. Brooks, Esq. (FBN 117709)
450 N. Park Rd. #400
Hollywood, FL 33021
(954) 987-0060

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THIRD: The date of each amendment's adoption: 12/30/96.

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- [x] The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- [ ] The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

  "The number of votes cast for the amendment(s) was/were sufficient for approval by __________ ."
  voting group

- [ ] The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- [ ] The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 30 day of December, 19 96.

Signature Csaba Ferenczi
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

CSABA FERENCZI
Typed or printed name

President
Title

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