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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Dept. of State
Division of Corporations
Box 6327
Tallahassee, FL 32314

SUBJECT: STL VENTURES, INC.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$122.50 for the Incorporation fee, the registered agent fee, and the certified copy fee.

FROM: Elliot Gelber
3850 SW 87th Ave., #303
Miami, FL 33165
305-445-9765

D. BROWN SEP 11 1996

ARTICLES OF INCORPORATION
OF

STL VENTURES, INC.

The undersigned incorporators, natural persons competent to contract, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation shall be:

STL VENTURES, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3850 SW 87th Ave., #303
Miami, FL 33165

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$0.10 per share.

ARTICLE IV: REGISTERED AGENT

The name and address of the initial registered agent is:

Lourdes Aguilera
619 N.W. 12th Avenue
Miami, FL 33136

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ARTICLE V: INCORPORATORS

The names and street addresses of the Incorporators to the Articles of Incorporation are:

Lourdes Agullera
3850 SW 87th Ave., #303
Miami, FL 33165


Marcelo Guerra
3850 SW 87th Ave., #303
Miami, FL 33165

Edward C. Gelber
3850 SW 87th Ave., #303
Miami, FL 33165

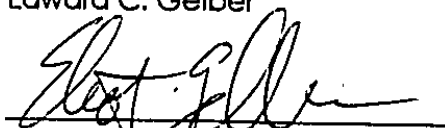
Eliot Gelber
3850 SW 87th Ave., #303
Miami, FL 33165

The undersigned Incorporators have executed these Articles of Incorporation this 3 day of SEPTEMBER, 1996.


Lourdes Agullera


Marcelo Guerra


Edward C. Gelber


Eliot D. Gelber

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

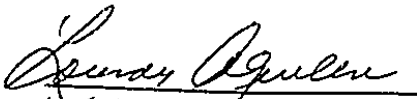
1. The name of the corporation is:

STL VENTURES, INC.

2. The name and address of the registered agent and office are:

Lourdes Agullera
619 N.W. 12th Avenue
Miami, FL 33136

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS 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 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.


Lourdes Agullera

Date: 9/3/96