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TO: DIVISION OF CORPORATIONS
FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: FALLS, INC.
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ARTICLES OF INCORPORATION

OF

FALLS, INC.

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is:

FALLS, INC.

ARTICLE II

Existence

The corporation's existence shall commence upon the date of the filing of these Articles of Incorporation.

ARTICLE III

Purpose

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

Prepared By:
Hamel & Associates, P.A.
Southpark Center, Suite 202
12651 South Dixie Highway
Miami, Florida 33156
305-234-8596
Florida Bar No.: 981842

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TALLAHASSEE

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ARTICLE IV

Authorized Capital

The corporation is authorized to issue 100 shares of common stock, with a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services either actually performed for the corporation or in exchange for a written promise to perform services in the future, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V

Address

The address of the principal office of the corporation, and its mailing address, is 8275 SW 196th Terrace, Miami, Florida, 33157.

ARTICLE VI

Registered Office and Agent

The street address of the corporation's initial registered office is Southpark Center, Suite 202, 12651 South Dixie Highway, Miami, Florida 33156. The name of the initial registered agent at such office is Kenneth J. Hamel.

ARTICLE VII

Directors

The corporation shall have one (1) director initially. The number of directors constituting the Board of Directors shall be not less than one (1) nor more than five (5) persons. Initially, the corporation shall have one (1) director. The names and addresses of the initial members of the Board of Directors is as follows:

Name
Frank Karr

Address
8275 SW 196th Terrace
Miami, Florida 33157

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Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who have not consented on writing or who are not entitled to vote on the action.

Any action required or permitted by law to be taken at a board of directors' meeting or committee meeting may be taken without a meeting if the action is taken and consented to in writing by all the members of the board or committee.

ARTICLE XII

Indemnification

This corporation shall indemnify every person who is or was threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that he or she is or was a director or officer of this corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit or proceeding, (except in cases involving gross negligence or wilful misconduct in the performance of his or her duties), to the full extent permitted by applicable law. Such indemnification may, in the discretion of the board of directors, include advances of his or her expenses in advance of final disposition subject to the provisions of applicable law. The right of indemnification herein provided shall not be exclusive or other rights to which any person may now or hereafter be entitled as a matter of law.

ARTICLE XIII

Incorporator

The name and address of the incorporator of the corporation Kenneth J. Hamel, Esq., Southpark Center, Suite 202, 12651 South Dixie Highway, Miami, Florida 33156.

ARTICLE XIV

Preemptive Rights

The corporation elects to have preemptive rights to acquire the corporation's unissued shares upon the decision of the board of directors to issue them.


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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9th day of September, 1996.


Kenneth J. Hamel

STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

THE FOREGOING INSTRUMENT was acknowledged before me this 9th day of September, 1996, by KENNETH J. HAMEL, who is either personally known to me or has produced a Florida Driver's License as identification.


Notary Public, State of Florida at Large
Commission No. _____



ROBERT MARCIANI
My Commission CC363390
Expires Jul. 18, 1998
Bonded by HAI
800-422-1888

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, 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 Falls, Inc.
2. The name and address of the registered agent and office is:

Hamel & Associates, P.A.
Kenneth J. Hamel, Esq.
Southpark Center, Suite 202
12651 South Dixie Highway
Miami, FL 33156

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIGNATURE



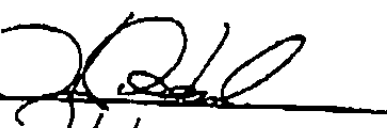
TITLE

DATE

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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.

SIGNATURE



DATE

9/9/96

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