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FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: FORTUNE INTERNATIONAL TRADING CORPORATION

AUDIT NUMBER.....H96000012980

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
FORTUNE INTERNATIONAL TRADING CORPORATION

The undersigned incorporator hereby forms a corporation
under Chapter 607 of the laws of the State of Florida.

ARTICLE I.

NAME

The name of the corporation shall be:

FORTUNE INTERNATIONAL TRADING CORPORATION

ARTICLE II

ADDRESS

The address of the principal office of this corporation
shall be 7 NW 2ND STREET, SUITE 218, MIAMI, FLORIDA 33128
and the mailing address of the corporation shall be the
same.

ARTICLE III.

NATURE OF BUSINESS

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

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Articles Prepared by:
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Gemivienne Henriquez

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ARTICLE IV.**CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$1 par value per share.

ARTICLE V.**TERM OF EXISTENCE**

This corporation is to exist perpetually.

ARTICLE VI.**PREEMPTIVE RIGHTS**

The corporation elects to have preemptive rights.

ARTICLE VII.**DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The name and street address of the initial member of the Board of Directors is:

MORRIS LARMOND
7090 N MARKS AVE., SUITE 104
FRESNO, CA 93711

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ARTICLE VIII.**OFFICERS**

The name and address of the sole officer of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed is:

PRESIDENT: MORRIS LARMOND
7090 N. MARKS AVE., SUITE 104
FRESNO, CA 93711

ARTICLE IX.**REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation in the State of Florida is: 7 NW 2ND STREET, SUITE 210, Miami, Fl 33128 and the name of its initial registered agent at such address shall be GENNIVIEVE HENRIQUES.

ARTICLE X**BY-LAWS**

The power to adopt, alter, amend, repeal, rescind or adopt new By-Laws, shall be vested in the Board of Directors of this corporation, and shall be by majority vote. The By-Laws of this corporation shall be for the government of the corporation and may contain any provision of requirement for the corporation, provided the same is not inconsistent with the Articles of Incorporation or contrary to the laws of this State or of the United States.

ARTICLE XII**AMENDMENTS**

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The Corporation, through its Board of Directors, reserves the right to amend, repeal, alter or change any provision contained in these Articles of Incorporation, or any amendment to them, in the manner now or hereafter prescribed by statute, and all rights and privileges conferred upon shareholders, Officers and Directors are subject to this reservation.

Proposed amendments may be voted on at any annual meeting or special meeting by a two-thirds vote of the members present, provided that a full reading of the proposed changes (or a printed distribution of the same) shall have been made in connection with the call of the meeting. All amendments must be approved in writing by the Board of Directors before becoming effective.

ARTICLE XIII

INDEMNIFICATION

The corporation shall indemnify and advance expenses to (to the fullest extent authorized or permitted by law) to any person made or threatened to be made, a party to any action, suit or proceeding, by reason of the fact that the person is or was an officer or Director of the corporation or is or was serving at the request of the corporation as a Director or Officer of another corporation, partnership, joint venture, trust, or other enterprise.

Unless otherwise prohibited by law, and except as otherwise provided in the foregoing paragraph, the Board of Directors of the corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify or advance expenses to any person made or threatened to be made a party to any action, suit or proceeding by reason of the facts stated above.

ARTICLE XIV

INCORPORATORS

The name and address of the incorporator is MORRIS LARMOND, 7090 N. MARKS AVENUE, SUITE 104, FRESNO, CA, 93711.

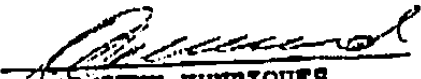
its Registered Agent to accept service
of process within the State of Florida.

ACCEPTANCE

Having been named as registered agent and designated to
accept service of process for the above named corporation, I
hereby accept the appointment as registered agent and agree
to act in this capacity.

I DO HEREBY AGREE TO ACT IN THIS CAPACITY and 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.

Dated this 17 day of SEPTEMBER, 1996


GENNIVIEVE HENRIQUES

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TALLAHASSEE, FLORIDA

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