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TO: DIVISION OF CORPORATIONS

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

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FAX #1 (904) 922-4001  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA 32301-2555  
FAX #1 (305) 541-3770

NAME: FOCUSONE, INC.

AUDIT NUMBER.....H96000013391  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
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FLORIDA DEPARTMENT OF STATE  
Sandra B. Morham  
Secretary of State

September 25, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: FOCUSONE, INC.  
REF: W96000020231

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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If you have any questions about the availability of a particular name, please call (904) 488-9000.

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley  
Corporate Specialist

FAX Aud. #: H96000013391  
Letter Number: 496A00044146

ARTICLES OF INCORPORATION

For

FOCUSONE INTERNATIONAL, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Acting as incorporator of a corporation under the Florida General Corporation Act, the undersigned, a natural person competent to contract, adopts the following Articles of Incorporation for such Corporation.

First

The name of the Corporation is: FOCUSONE INTERNATIONAL, INC.

Second

The period of duration of the Corporation is to be perpetual.

Third

The purpose or purposes for which the Corporation is organized is to engage in and conduct any and all business activities permitted under the laws of the United States and of the State of Florida.

Fourth

The aggregate number of shares which the Corporation is authorized to issue is: 500 (FIVE HUNDRED). Such shares shall be of Common Stock having a par value of ONE AND NO/100 (\$1.00) DOLLAR per share. The holders of the outstanding capital stock shall be entitled to receive, when, and as declared by the Board of Directors, dividends payable in cash, in property, or in shares of the unissued capital stock of the Corporation. The Common Shares of the Corporation are not to be divided into classes.

Fifth

The name of the initial Registered Agent is: ROY E. GUSHWA, currently located at: 5190 N W 167TH ST - #105, MIAMI LAKES, FL.

The principal office and mailing address of the Corporation is also: 1112 WESTON RD. SUITE #191 - WESTON, FL 33326.

ALL ACCOUNTING & TAX SERVICE  
5190 N.W. 167th ST.  
MIAMI LAKES, FLORIDA 33014  
(305)621-2386

Roy E. Gushwa

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EMPIRE CORPORATE KIT

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Sixth

The Corporation shall have ONE (1) Director, initially. The number of Directors may be either increased or decreased, from time to time, by the By-Laws, but, shall never be less than one (1). The name and address of the initial Director of this Corporation is:

Maria L. Terrazas, 1112 Wenton Rd., Wenton, FL 33326

Seventh

The name and address of the initial incorporator and person signing these Articles of Incorporation is: Maria L. Terrazas, at the same address.

Eighth

The shareholders shall have the power to adopt, amend, alter, change, and repeal the Articles of Incorporation when proposed and approved at a Shareholders' Meeting, with an affirming vote of no less than a majority of the outstanding Common Stock.

Ninth

Shares held by the initial shareholders may not be sold or otherwise transferred to another person unless first offered to the remaining shareholders, or to this Corporation, at prices and terms, which, at the time within which those shares may be offered and sold, shall be further specified as the prices at which such shares are offered to others.

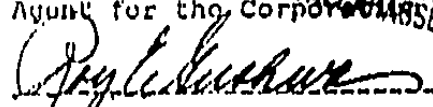
Tenth

The shareholders shall have pre-emptive rights to purchase at prices, terms, and conditions, which shall be fixed by the Board of Directors, such of the stock of this Corporation as may be used for money, or any property or service, from time to time, which would increase that stock authorized and issued by the Corporation.

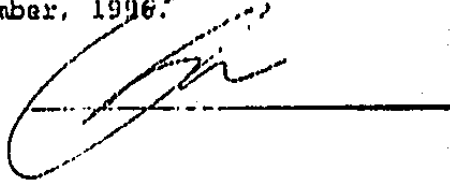
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TREASURER, FLORIDA

Pursuant to the FIFTH Article above, I herewith accept designation as initial Registered Agent for the Corporation.

  
Roy E. Gushwa

IN WITNESS WHEREOF, The undersigned has made and subscribed to these Articles of Incorporation, at: MIAMI, DADE COUNTY, Florida this 16th day of September, 1996.



State of: Florida  
County of: DADE

The foregoing instrument was acknowledged before me on this date: Sept. 16, 1996, by: Maria L. Terrazas, PRESIDENT, of: FOCUSONE INT'L. Inc., a Florida corporation, on behalf of the corporation. She is personally known to me and did take an oath.

  
Roy E. Gushwa

ROY E. GUSHWA  
Notary Public, State of Florida  
My Comm. expires Dec 9, 1999  
No. CC245314

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