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October 2, 1996

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

300001963883
-10/03/96--01046--019
***122.50 ***122.50

Re: What A Concept, Inc.

Dear Sir/Madam:

I enclose the original Articles of Incorporation for the above-named corporation. A check made payable to the Florida Secretary of State for \$122.50 is also enclosed representing your filing fees. Please return the certified copy of the Articles of Incorporation in the enclosed Federal Express envelope provided for your convenience.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,

Marta Cristobol
Marta Cristobol

MC:mc
Enclosure

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DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION OF
WHAT A CONCEPT, INC.**

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DIVISION OF CORPORATIONS

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The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of Incorporation:

**ARTICLE ONE
NAME**

The name of the corporation is What A Concept, Inc., having its principal place of business at 7210 S.W. 57th Avenue, Suite 205, South Miami, Florida 33143.

**ARTICLE TWO
CORPORATE DURATION**

The duration of the corporation is perpetual.

**ARTICLE THREE
PURPOSE OR PURPOSES**

The general purposes for which the corporation is organized is to conduct General Business.

1. To do such other things as are incidental to the foregoing or are necessary or desirable in order to accomplish the foregoing.

**ARTICLE FOUR
CAPITALIZATION**

The aggregate number of shares which the corporation is authorized to issue is 100 shares of common stock. Such shares shall be of a single class, and shall be without par value.

**ARTICLE FIVE
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 7210 S.W. 57th Avenue, Suite 205, South Miami, Florida 33143 and the name of its initial registered agent at such address, is Maria E. Linares.

**ARTICLE SIX
DIRECTORS**

The number of directors constituting the initial board of directors of the corporation is two. The name of each person who is to serve as a member of the board of directors is:

Marla E. Linares
7210 S.W. 57th Avenue, Suite 205
South Miami, Florida 33143

Marleen Nieto
7210 S.W. 57th Avenue, Suite 205
South Miami, Florida 33143

Executed by the undersigned on October, 1996.

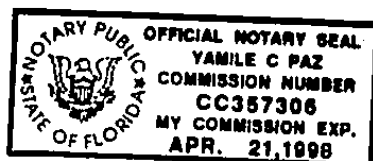
Marta Cristobol
Marta Cristobol
17 Campina Court
Coral Gables, Florida 33134

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 2nd of October, 1996 by Marta Cristobol, who is personally known to me.

Yamile C. Paz
NOTARY PUBLIC, STATE OF FLORIDA AT
LARGE
Print Name: Yamile C. Paz

My Commission Expires:



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


Maria E. Linares

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