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MAGDA ABDO-GOMEZ
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October 23, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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*****70.00 *****70.00

Dear Sirs:

Enclosed herewith please find enclosed the original and a copy of the Articles of Incorporation for a corporation to be known as Catalogmasters. A check in the amount of \$70.00 is also enclosed to cover the cost of incorporation.

If we can be of further assistance in this matter, please do not hesitate to contact the undersigned.

Very truly yours,

Magda Abdo-Gomez
Magda Abdo-Gomez, Esq.

Encl.

SECRET
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STATE
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cf 10/25/96

ARTICLES OF INCORPORATION

OF

CATALOGMASTERS, INC.

ARTICLES I NAME

The name of this Corporation is Catalogmasters, Inc.

ARTICLE II DURATION

The Corporation shall have a perpetual existence.

ARTICLE III PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is ninety-nine (99) shares of common stock having a par value of \$1.00 per share.

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be 3300 N.W. 37 Street; Miami, Florida 33142, and the initial registered agent of this Corporation at such office shall be Steven Lorenzo, who upon accepting this designation agrees to comply with the provisions of §48.091, Florida Statutes as amended from time to time with respect to keeping an office open for service of process.

ARTICLE VI PRINCIPAL CORPORATE OFFICE

The principal office of this Corporation shall be 3395 N.W. 36 Street; Miami, Florida 33142. The mailing address of the Corporation shall be 3395 N.W. 36 Street; Miami, Florida 33142.

ARTICLE VII INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of three members. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one nor more than five. The names and addresses of the directors constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Steven Lorenzo	7601 S.W 138 Court Miami, Florida 33183
Larry Oringel	1000 River Reach Drive; #225 Fort Lauderdale, Florida 33315
Enrique Serrano	1321 S.W. 103 Avenue Pembroke Pines, Florida 33025

ARTICLE VIII INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Steven Lorenzo	7601 S.W 138 Court Miami, Florida 33183

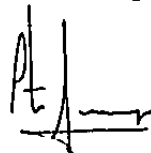
ARTICLE IX CUMULATIVE VOTING

Shareholders of this Corporation may vote their stocks cumulatively. Each shareholder shall have the total number of

votes which is equal to the number of shares of stock with voting rights which such shareholder holds multiplied by the number of directors to be elected. The shareholder may give all of his votes to one candidate or distribute them among as many candidates as the shareholder may wish. Notice must be given by any shareholder to the President or Vice President of the Corporation not less than 24 hours prior to the time set for the holding of a shareholder's meeting for the election of directors that such shareholder intends to cumulate his vote at said election.

ARTICLE X PREEMPTIVE RIGHTS

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, those shares of common stock of this Corporation which may be issued from time to time for money, property or past services in addition to that stock authorized and issued by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder and all shares of common stock currently authorized and issued.

A handwritten signature in dark ink, appearing to read 'St Lorenzo', with a horizontal line extending from the end of the signature.

Steven Lorenzo
Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

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The foregoing Articles of Incorporation of Catalog Masters,
Inc. were acknowledged before me this 21st day of October, 1996.



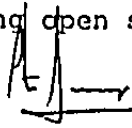
MAGDA ALIDO
My Commission CG415769
Expires Dec. 03, 1998
Bonded by NFNU
800-224-0368

Magda Alido
Notary Public

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Catalog
Masters, Inc. at the place designated in the Articles of
Incorporation, Steven Lorenzo agrees to comply with the
provisions of §48.091 relative to keeping open such office.


Steven Lorenzo

Date: October 21, 1996