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NOVEMBER 6, 1996

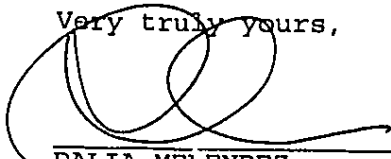
SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32301

Re: ARTICLES OF INCORPORATION
INTERNATIONAL HEALTH CARE PRODUCTS, INC.
Dear Sirs,

Enclosed you will find my check in the amount of \$122.50
which pays the filling fee, Resident agent fee, and
certified copy of the Articles of Incorporation included
herein.

Thank you for your consideration in this matter, and if you
have any questions, please contact me immediately.

Very truly yours,



DALIA MELENDEZ
680 SO. MILITARY TR. SUITE B
WEST PALM BEACH, FL 33415
(561) 478-1777

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
NOV 15 PM 12:51

of 11/20/96

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLE OF CORPORATION

OF

INTERNATIONAL HEALTH CARE PRODUCTS, INC.

ARTICLE I

NAME

The name of this Corporation shall be :

INTERNATIONAL HEALTH CARE PRODUCTS, INC.

ARTICLE II

PURPOSE

This corporation is organized for the purpose of operating as COOKWARE and transacting any and all lawful business.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock.

ARTICLE IV

INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office and registered office of this corporation is 1401 S. MILITARY TRAIL, SUITE # L, WEST PALM BEACH, FL 33415 and the name of the initial registered agent of this corporation at the above address IS: MIGUEL A. SOTOMAYOR.

ARTICLE V

DIRECTORS

This corporation shall have one (1) Director(s) initially. The number of Directors may be either increased or diminished from time to time by-laws but shall never be less than one. The name and address of the initial Director(s) of this corporation IS:

MIGUEL A. SOTOMAYOR
1401 S. MILITARY TRAIL
SUITE # L
WEST PALM BEACH FL 33415

ARTICLE VI

INCORPORATORS

The name and address of the person(s) signing these Articles IS:

MIGUEL A. SOTOMAYOR
1401 S. MILITARY TRAIL
SUITE # L
WEST PALM BEACH FL 33415

ARTICLE VII

POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE VIII

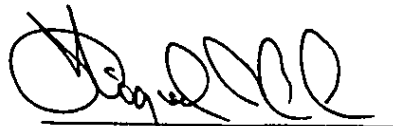
INDEMNIFICATION

The corporation shall indemnify any officer or director or former officer former director to the full extent permitted by law.

ARTICLE IX

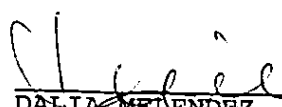
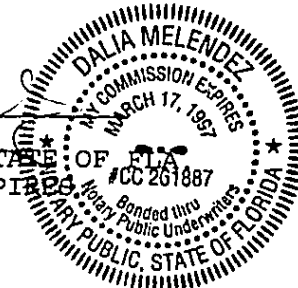
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any Amendment to them, and any right conferred upon the shareholders is subject to this reservation.
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 6ST OF NOVEMBER 1996


MIGUEL A. SOTOMAYOR
PRESIDENT

COUNTY OF PALM BEACH
STATE OF FLORIDA

I HEREBY CERTIFY that on this 6st DAY OF NOVEMBER 1996 personally appeared before me, the undersigned authorities, MIGUEL A. SOTOMAYOR to me well known and known to me to the individuals described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed the same freely and voluntarily for the purpose therein expressed.


DALIA MELENDEZ
NOTARY PUBLIC, STATE OF FLA
MY COMMISSION EXPIRES


FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 NOV 15 PM 12:51

CERTIFICATE DESIGNATION PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA. NAMING AGENT UPON WHICH PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES.
THE FOLLOWING IS SUBMITTED:

INTERNATIONAL HEALTH CARE PRODUCTS, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA.

WITH ITS PRINCIPAL PLACE OF BUSINESS AT 1401 S. MILITARY TRAIL, SUITE # L, WEST PALM BEACH, FLORIDA 33415, COUNTY OF PALM BEACH, STATE OF FLORIDA AS IT'S AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE


(CORPORATE OFFICER)

President
(TITLE)

11/6/96
(DATE)

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT OF SAID CORPORATION, AND I HEREBY COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE



DATE

11/6/96