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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: KATZ, BARRON, SQUITERO & FAUST, P.A.
CONTACT: ALBERT J XIQUES
PHONE: (305)856-2444

ACCT#: 072627002473

FAX #: (305)285-9227

NAME: EUSTIS MARKETPLACE, INC.

AUDIT NUMBER.....H97000001280

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

CERT. OF STATUS..0

PAGES..... 2

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
EUSTIS MARKETPLACE, INC.

ARTICLE I
NAME

The name of the corporation is EUSTIS MARKETPLACE, INC. The mailing address of the corporation shall be 200 West Palmetto Park Road, Suite 301, Boca Raton, Florida 33432.

ARTICLE II
DURATION

This corporation shall have a perpetual existence commencing upon filing of the Articles of Incorporation with the Secretary of State.

ARTICLE III
PURPOSE

The corporation shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which corporations may be incorporated under Chapter 607, Florida Statutes, as amended and supplemented.

ARTICLE IV
POWERS

The corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 607, Florida Statutes, as amended and supplemented.

ARTICLE V
CAPITAL STOCK

This corporation is authorized to issue 600 shares of One Dollar (\$1.00) par value common stock.

Fax Audit No. H97000001280
This instrument prepared by:
Marc L. Faust, Esq.
Fla. Bar No. 237272
KATZ, BARRON, SQUITERO, FAUST & BERMAN
2699 South Bayshore Drive, 7th floor
Miami, Florida 33133
(305)856-2444

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SECRETARY OF STATE
TALLAHASSEE, FLORIDAARTICLE VI
INCORPORATOR

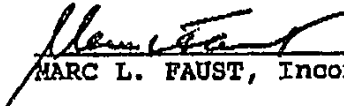
The name and address of the person signing these Articles as Incorporator is:

Marc L. Faust, Esq.
Katz, Barron, Squitero, Faust & Berman, P.A.
2699 South Bayshore Drive - 7th Floor
Miami, Florida 33133

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2699 South Bayshore Drive, 7th Floor, Miami, Florida 33133, and the name of the initial registered agent of this corporation at that address is CORPCO, INC.

IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this 22nd day of January, 1997.


MARC L. FAUST, IncorporatorACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above corporation at the place designated in the Articles of Incorporation, we hereby accept this appointment of, and designation as, registered agent for service of process within the State of Florida of the proposed corporation named in the Articles of Incorporation hereinabove set forth and do hereby further state that we may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article VII of such Articles.

IN WITNESS WHEREOF, as said registered agent, we have caused this Statement to be signed on this 22nd day of January, 1997.

CORPCO, INC.


By: _____
MARC L. FAUST, Secretary

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