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TRANSMITTAL LETTER

February 4, 1997

Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL32314

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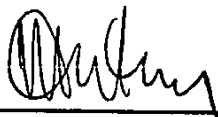
Subject: RUNNINGS, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and our check for seventy-eight dollars and seventy cents (\$78.75), being full payment for corporation Filing Fees and Certificate.

FROM: ANTHONY MUTHRA
GRAM Holdings, Inc.
1175 NE 125th St. Suite 421
NORTH MIAMI, FL33161
Tel. # (305) 891-0810

FILED
97 FEB - 6 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signed



Anthony Muthra

FEB 7 1997

B5B

ARTICLES OF INCORPORATION

OF

RUNNINGS, Inc.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator does hereby execute and acknowledge these Articles of Incorporation for the purpose of forming a corporation under the Florida General Corporation Act.

ARTICLE I

Name

The name of the corporation is:
RUNNINGS, Inc.

ARTICLE II

Principal Office

The principal place of business and mailing address of the corporation shall be:
RUNNINGS, Inc..
1381 NE 158th Street
North Miami Beach, FL 33162

ARTICLE III

Duration and Commencement of Existence

The duration of the corporation is perpetual. The existence of the corporation shall commence at the time of filing these articles of Incorporation by the Department of State of the State of Florida.

ARTICLE IV

Purpose and Powers

The corporation is organized for the purpose of transacting any and all lawful business for which corporation may be incorporated under the Florida General Corporation Act and under the laws of any jurisdiction in which the corporation may operate. The corporation shall have all lawful powers necessary or appropriate to conduct such business including, but not limited to, all corporate powers which corporations may have under the Florida General Corporation

ARTICLE V

Shares

The aggregate number of shares which the corporation shall have authority to issue is one hundred (100) shares.

ARTICLE VI

Initial registered agent and street address

The street address of the corporation's initial registered office is:

GRAM Holdings Inc.
1175 NE 125th Street Suite 421
North Miami, FL 33161

The name of the corporation's initial registered agent at such address is ANTHONY MUTHRA

ARTICLE VII

Board of Directors

The number of directors constituting the initial board of directors is two (2). Thereafter, the number of directors shall be provided in the bylaws. The name and address of each person who is to serve as a member of the initial board of directors is

CONROY CROLL
1381 NE 158th Street
North Miami Beach, FL 33162

NORMAN BRADY
266 NE 200 Terrace
North Miami Beach, FL 33179

ARTICLE VIII

Incorporator

The name and address of the Incorporator is:

ANTHONY MUTHRA
GRAM Holdings, Inc.
1175 NE 125th ST, Suite 421
North Miami, FL 33161

The undersigned Incorporator has executed these Articles of Incorporation this 04th day of February 1997



ANTHONY MUTHRA
Incorporator

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISION OF SECTION 607.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE
OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

- 1) The name of the corporation is: RUNNINGS, Inc.
- 2) The name and address of the registered agent and office is:
ANTHONY MUTHRA
GRAM Holdings, Inc.
1175 NE 125th ST Suite 421
North Miami, FL 33161

Having been named as registered agent and to accept service of process for the above
stated corporation at the place designated in this certificate, 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.

Signed this February 4, 1997.



ANTHONY MUTHRA