

P9700018850

EQUICELL CORPORATION
8515 S.W. 8 Street
Suite #1336
Miami, Florida 33144

January 30, 1997

Secretary of State
Division of Corporations
The Capitol
409 E. Gaines Street
Tallahassee, FL 32301

800002081588--4
-02/07/97-01076-015
***122.50 ***122.50

Re: Articles of Incorporation of: EQUICELL CORPORATION

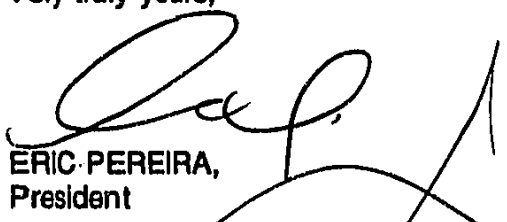
Gentlemen:

Enclosed please find an original and copy of the Articles of Incorporation of EQUICELL CORPORATION along with our check for \$122.50 for the following:

Filing Fee:	\$ 35.00
Registered Agent Designation:	\$ 35.00
Certified Copy:	<u>\$ 52.50</u>
Total:	\$122.50

Please return a certified copy of the Articles to our office at the above address in the stamped self-addressed envelope which I have enclosed for your convenience.

Very truly yours,


ERIC PEREIRA,
President

EP:mlc
Enc.



FILED
97 FEB -7 AM 10:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
EQUICELL CORPORATION**

FILED
97 FEB - 7 AM 10:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, a natural person, does hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is **EQUICELL CORPORATION.**

ARTICLE II

The corporation may engage in any and all activities and businesses permitted under the laws of the United States and of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any time is 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

The existence of the corporation is perpetual. The principal place of business of the corporation is: 8518 S.W. 8 Street, Suite #1336, Miami, Florida 33144.

ARTICLE V

The street address of the initial registered office of the corporation is 8518 S.W. 8 Street, Suite #1336, Miami, FL 33144 and the initial registered agent of the corporation at that address is ERIC PEREIRA.

The corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time pursuant to the By-Laws of the corporation, but shall not be less than one nor more than seven.

ARTICLE VI

The name(s) and address(es) of the member(s) of the first Board of Directors of the corporation who shall hold office for the first year of the corporation's existence or until his/her/their successor(s) is/are elected and qualified is/are:

DIRECTOR	ADDRESS
ERIC PEREIRA	8518 S.W. 8 Street, Suite 1336 Miami, FL 33144
JOEL CALLEIRO	8518 S.W. 8 Street, Suite 1336 Miami, FL 33144

ARTICLE VII

Members of the Board of Directors of any Executive Committee thereof shall be deemed present at a meeting of such Board of Directors or Committee if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time is used.

ARTICLE VIII

A director shall not be prohibited or disqualified from voting on any issue, at any time, by reason of the fact that the issue under consideration may involve such director personally, directly or indirectly, or that it may involve any person, firm, corporation or other entity in which such director has a direct or indirect interest.

ARTICLE IX

The names and addresses of the persons signing these Articles are:

ERIC PEREIRA 8518 S.W. 8 Street, Suite #1336
Miami, Fl 33144

JOEL CALLEIRO 8518 S.W. 8 Street, Suite #1336
Miami, Fl 33144


ARTICLE X

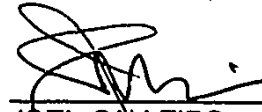
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved either at a shareholders meeting by the affirmative vote of the holders of two-third (2/3) of the shares entitled to vote thereon or by written consent of all shareholders.

ARTICLE XI

The initial By-Laws of the corporation shall be adopted by a unanimous vote of the Board of Directors of the Corporation. Thereafter, the By-Laws of the Corporation may be amended, modified or repealed as provided by the By-Laws.

EXECUTED this 16th day of January, 1997.


ERIC PEREIRA, President


JOEL CALLEIRO,
Vice-President/Secretary/Treasurer

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

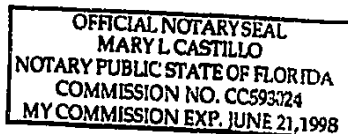
BEFORE ME, the undersigned authority, personally appeared ERIC PEREIRA and JOEL CALLEIRO to me known to be the persons who subscribed to the foregoing Articles of Incorporation of **EQUICELL CORPORATION** and they acknowledged that they did freely and voluntarily execute the said Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and seal this 16th day of January, 1997.

Mary L. Castillo
NOTARY PUBLIC, State of Florida

S E A L

My Commission Expires:



CERTIFICATE DESIGNATING REGISTERED AGENT

AND

REGISTERED OFFICE


In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

EQUICELL CORPORATION desiring to organize under the laws of the State of Florida, hereby designates **ERIC PEREIRA** as its registered agent and 8518 S.W. 8 Street, Suite #1336, Miami, FL 33144 as its registered office.

ACCEPTANCE AS REGISTERED AGENT

Having been named as registered agent for the above corporation, I hereby agree to act in such capacity for such Corporation as its registered office.


ERIC PEREIRA
8518 S.W. 8 Street, Suite #1336
Miami, FL 33144

FILED
97 FEB -7 AM 10:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA