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EMPIRE CORPORATE KIT

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: CELLCON INDUSTRIES, INC.

AUDIT NUMBER.....H97000002510

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

CERT. OF STATUS..0

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P.01/06



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 12, 1997

EMPIRE

SUBJECT: CELLCON INDUSTRIES, INC.
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EMPIRE CORPORATE KIT

P.03/06

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ARTICLES OF INCORPORATION
OF
CELLCON INDUSTRIES, INC.

ARTICLE I
NAME

The name of this Corporation shall be: CELLCON INDUSTRIES,
INC.

ARTICLE II
PURPOSE

This corporation may engage in the transaction of any or all
lawful business for which corporations may be incorporated under
the Florida General Corporation Act of the State of Florida.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this Corporation is
authorized to issue at any time is 10,000 shares of \$1.00 par value
each.

ARTICLE IV
PREEMPTIVE RIGHTS

The shareholders of this corporation shall have preemptive
rights to acquire unissued or treasury shares of the corporation,
right to subscribe to or to acquire shares of the corporation to
the extent that the stockholders might so specifically set forth.
Lacking this affirmative action by the Stockholders, there shall be
no such preemptive rights.

ARTICLE V
TERM OF EXISTENCE

This Corporation is to have perpetual existence beginning on
its filing date.

PREPARED BY:

JOSE L. PELLENYA, ESQ. (FLORIDA BAR NO. 178327)
100 N.W. DOUGLAS ROAD
SUITE 500
MIAMI, FLORIDA 33125
305-649-7600

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ARTICLE VI
ADDRESS

The principal office of this corporation shall be located at 2973 S.W. 36 AVENUE, MIAMI, FLORIDA 33133, with the corporation retaining the power of moving its offices to any other address in Florida, as may from time to time be determined and authorized by its Board of Directors, with branch offices in such other cities, or countries as may from time to time be authorized by its Board of Directors.

ARTICLE VII
REGISTERED AGENT

The initial registered office of this corporation shall be 13153 S.W. 15 Lane, Miami, Florida 33184. The initial registered agent at such address shall be JORGE F. GONZALEZ.

ARTICLE VIII
BOARD OF DIRECTORS

This Corporation shall at all times have at least one and not more than five Directors who shall conduct the business of the Corporation as a Board of Directors. The Stockholders of this Corporation may, from time to time, and at any time, increase or decrease the size of the Board of Directors of the Corporation.

ARTICLE IX
INITIAL BOARD OF DIRECTORS

The names and addresses of the initial Officers and Members of the First Board of Directors of the Corporation, who shall hold office until the first annual meeting of Shareholders and/or until their successors are elected and qualified or until their earlier resignation, removal from office or death are:

Jorge F. Gonzalez - President, Secretary and Director
13153 S.W. 15 Lane
Miami, Florida 33184

Jose Ramon Vega - Vice President, Treasurer and Director
2973 S.W. 36 Avenue
Miami, Florida 33133

ARTICLE X
INCORPORATORS

The names and addresses of the Incorporators are:

Jorge F. Gonzalez
13153 S.W. 15 Lane
Miami, Florida 33184

Jose Ramon Vega
2973 S.W. 36 Avenue
Miami, Florida 33133

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ARTICLE XI
BY LAWS

The By Laws of this corporation may be created, amended, changed or replaced by either the Stockholders or the Directors of the Corporation at any duly scheduled Special Meeting called for that purpose.

ARTICLE XII
INDEMNIFICATION OF DIRECTORS

Every person who now is or hereafter shall become a Director of this Corporation, shall be indemnified by the Corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit or proceedings, of whatever nature, to which he or she is or shall be made a party by reason of him or her being or having been a director of the Corporation (whether or not he or she is made a party to such action, suit or proceeding or at the time such cost or expense is incurred by or imposed upon him or her).

However, an exception is made to the above in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performances of the duties imposed on him or her as such Director. The right of indemnification herein provided for shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged these Articles of Incorporation this _____ day of January, 1997.



Jorge F. Gonzalez

Jose Ramon Vega

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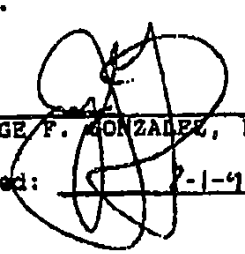
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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

FIRST-That CELLCON INDUSTRIES, INC., desiring to organize under the Laws of the State of Florida, with its principal place of business as indicated in the Articles of Incorporation in the City of Miami, State of Florida, has named JORGE F. GONZALEZ, whose registered address is 13153 S.W. 15 LANE, Miami, Florida 33184 as its agent to accept service of process within Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


JORGE F. GONZALEZ, REGISTERED AGENT

Dated:

2-1-97

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TALLAHASSEE, FLORIDA

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