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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: HUME & JOHNSON P.A.

ACCT#: 073737003060

CONTACT: HENRY W JOHNSON

PHONE: (305) 755-9880

FAX #: (305) 755-9899

NAME: L & D INTERNATIONAL, INC.

AUDIT NUMBER.....H97000002817

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

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....0

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*I am also sending
another filing

nc 2/19/97

ARTICLES OF INCORPORATION
OF
L & D INTERNATIONAL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is L & D INTERNATIONAL, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence commencing upon the filing of these Articles.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock which shall be designated "Common Shares."

Prepared by:
Henry W. Johnson, Esq.
Hume & Johnson, P.A.
1401 University Drive, Suite 301
Coral Springs, Florida 33071
(954) 755-9880
Florida Bar No.: 219339

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ARTICLE V. PRE-EMPTIVE RIGHTS

The shareholders of the corporation shall have no pre-emptive right to acquire unissued or treasury shares of the corporation.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1401 University Drive, Suite 301, Coral Springs, Florida and the name of the initial registered agent of this corporation at that address is Henry W. Johnson. The principal office and registered office are identical.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the sole member of the initial Board of Directors of this corporation is:

NAMEADDRESS

Lutchmiernarine Ganga

612 SW 75th Avenue
North Lauderdale, Florida 33068ARTICLE VIII. INCORPORATORS

The name and address of the incorporator is:

NAMEADDRESS

Henry W. Johnson, Esq.

1401 University Drive, Suite 301
Coral Springs, Florida 33071

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ARTICLE IX. INDEMNIFICATION

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

ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto; and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 18th day of February, 1997.

FILED

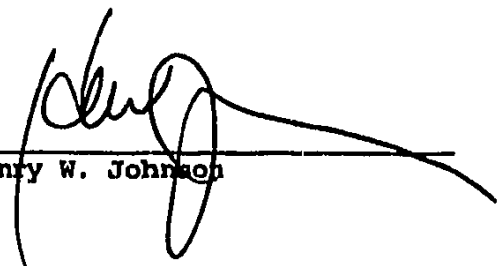
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Henry W. Johnson

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent for the above-stated corporation, I 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 and I accept the duties and obligations of Section 607.0505, Florida Statutes (1995).


Henry W. Johnson

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