



THE UNITED STATES
CORPORATION
COMPANY

P97000015874

ACCOUNT NO. : 072100000032

REFERENCE : 264286 4319764

AUTHORIZATION

COST LIMIT : \$ 70.00

Patricia Pajito

ORDER DATE : February 18, 1997

ORDER TIME : 4:15 PM

ORDER NO. : 264286-005

CUSTOMER NO: 4319764

CUSTOMER: Marjorie E. Wolasky, Esq
MARJORIE WOLASKY, ESQ

7103 S. W. 102nd Avenue

Miami, FL 33173

700002091697--2

DOMESTIC FILING

NAME: ESC INTERNATIONAL CORP.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

FILED
97 FEB 19 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 FEB 19 PM 9:07
DIVISION OF CORPORATIONS

VF
2.19.97

FILED
97 FEB 19 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ESC INTERNATIONAL CORP.**

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

FIRST: The name of the corporation is ESC International Corp.. The address of the principal office of this corporation shall be 4521 S.W. 147th Court, Miami, FL 33185 and the mailing address of the corporation shall be the same.

SECOND: The period of its duration is perpetual.

THIRD: The purpose for which the corporation is organized is to engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 1000 common shares, \$1.00 par value.

FIFTH: The street address of the initial registered office of the corporation is 7103 S.W. 102nd Avenue, Suite "A", Miami, FL 33173 and the name of the initial registered agent at such address is Marjorie, E. Wolasky, Esquire.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is one, and the name and address of the person(s) who are to serve as director(s) until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Eduardo Sampedro
4521 S.W. 147th Court
Miami, Florida 33185

SEVENTH: The name and address of the incorporator is:

Eduardo Sampedro
4521 S.W. 147th Court
Miami, FL 33185

DATED: February 08 1997

ESC International Corp.

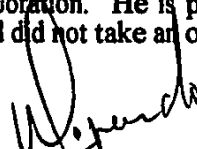

Eduardo Sampedro, Incorporator

FILED
97 FEB 19 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)

COUNTY OF DADE)

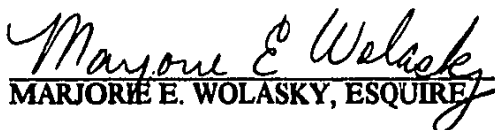
The foregoing instrument was acknowledged before me this 8th day of February, 1997, by Eduardo Sampedro, Incorporator, of ESC International Corp., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced driver's license as identification and did not take an oath.



Notary Signature
SEAL
My Commission Expires



I, Marjorie E. Wolasky, having been designated to act as registered agent hereby agree to act in this capacity.


MARJORIE E. WOLASKY, ESQUIRE