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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
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NAME: S.A.C. COMMUNICATIONS, INC.  
AUDIT NUMBER.....H97000003013  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS..0 PAGES..... 5  
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STATE OF FLORIDA  
ARTICLES OF INCORPORATION  
OF  
S.A.C. COMMUNICATIONS, INC.

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TALLAHASSEE, FLORIDA

FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 607.0401 IS U.S. SECURITIES OF SOUTH FLORIDA, INC.

SECOND: THE ADDRESS OF THE PRINCIPAL OFFICE, IF KNOWN, AND THE MAILING ADDRESS OF THE CORPORATION IS: 2875 N.E. 191st STREET, SUITE 302, AVENTURA, FL. 33180

THIRD: THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS: 30,000 COMMON @ \$ 1.00 PAR VALUE

\*FOURTH: (a) IF THE SHARES ARE TO BE DIVIDED INTO CLASSES, THE DESIGNATION OF EACH CLASS IS:

N/A

(b) STATEMENT OF THE PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS IN RESPECT OF THE SHARES OF EACH CLASS:

CLASS	PREFERENCES	LIMITATIONS	RELATIVE RIGHTS
N/A			

\*FIFTH(a) IF THE CORPORATION IS TO ISSUE THE SHARES OF ANY PREFERRED OR SPECIAL CLASS IN SERIES, THE DESIGNATION OF EACH SERIES IS:

N/A

(\* If the circumstances do not apply, then type "Not Applicable" or "N/A".)

WALTER A. BATAK, ESQ.  
20300-B N.E. 3rd CT. (305) 651-9711 -1-  
N.M.BCH., FL 33179 FBN. 0005835

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(b) STATEMENT OF VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES AS BETWEEN SERIES INsofar AS THE SAME ARE TO BE FIXED IN THE ARTICLES OF INCORPORATION:

<u>SERIES</u>	<u>RELATIVE RIGHTS</u>	<u>PREFERENCES</u>
<u>N/A</u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>

(c) STATEMENT OF ANY AUTHORITY TO BE VESTED IN THE BOARD OF DIRECTORS TO ESTABLISH SERIES AND FIX AND DETERMINE THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES BETWEEN SERIES:

N/A

SIXTH: PROVISIONS GRANTING PREEMPTIVE RIGHTS ARE:

The shareholders shall, upon the issue or sale of shares of stock of any class (whether now or hereafter authorized), have the right during such period of time and on such conditions as the board of directors shall prescribe, to subscribe to and purchase such shares in proportion to their respective holdings of stock, at such price or prices as the board of directors may from time to time fix and as permitted by law.

SEVENTH: PROVISIONS FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION ARE:

N/A

EIGHT: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS:

2875 N.E. 191st Street  
Suite 302  
Aventura, Fl. 33180

\*NINTH: THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS IS ONE(1) AND THE NAMES AND ADDRESSES OF THE PERSONS WHO ARE TO SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND QUALIFIED ARE:

<u>NAME</u>	<u>ADDRESS</u>
SARA JANE PECK	19101 Mystic Points Drive Apartment 611 Aventura, Fl. 33180

(\*OPTIONAL)

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TENTH: THE NAME AND ADDRESS OF EACH INCORPORATOR IS:

<u>NAME</u>	<u>ADDRESS</u>
SARA JANE PECK	19101 Mystic Pointe Apartment 611 Aventura, Fl. 33180

THE UNDERSIGNED HAS(HAVE) EXECUTED THESE ARTICLES OF  
INCORPORATION

THIS 14<sup>th</sup> DAY OF FEBRUARY, 1997

  
\_\_\_\_\_  
SIGNATURE/TITLE  
SARA JANE PECK, Incorporator

\_\_\_\_\_  
SIGNATURE/TITLE

\_\_\_\_\_  
SIGNATURE/TITLE

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

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Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation organized pursuant to the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

That S.A.C. COMMUNICATIONS, INC., desiring to organize  
(Name of Corporation)  
under the laws of the State of Florida with its principal office as indicated in the articles  
of incorporation, has named Sara Jane Peck, 2875 N.E. 191st Street, Suite 302  
(Name of Registered Agent)  
located at AVENTURA, FLORIDA, County of DADE  
(City) (County)  
State of Florida, as its agent to accept service of process within this state.

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.

Signature: 

Registered Agent  
Sara Jane Peck

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