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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: VIRCON WHOLESALE, INC.

AUDIT NUMBER.....H97000002921

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

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....0

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 21, 1997

EMPIRE

SUBJECT: VIRCON WHOLESALE, INC.
REF: W97000004140

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

ARTICLE VIII - OFFICERS LISTED THAT ARE HAND WRITTEN ARE NOT LEGIBLE.

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Nayssa Culligan
Document Specialist

FAX Aud. #: H97000002921
Letter Number: 697A00009100

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ARTICLES OF INCORPORATION
OF
VIRCON INTERNATIONAL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is **VIRCON INTERNATIONAL, INC.**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: **121 SE 1 STREET MIAMI, FLORIDA 33131.**

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE IV - PURPOSE

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

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue **100** shares of **\$1.00** par value common stock which shall be designated "Common Shares".

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is **121 SE 1 STREET MIAMI, FLORIDA 33131** and the name of the initial registered agent of this corporation at that address is ***ANA* VIRGINIA CORRALES.**

Prepared by: Kim Marks CPA PA
11900 Biscayne Blvd #290
North Miami FL 33181
(305) 895-5815

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ARTICLE VII - INCORPORATORS

The name and address of each person signing these Articles is:

NAME ADDRESS

ANA VIRGINIA CORRALES 121 SE 1 STREET
MIAMI FLORIDA 33131

EDGAR CASTILLO 121 SE 1 STREET
MIAMI FLORIDA 33131

ARTICLE VIII - Officers

The name and title of each officers is:

EDGAR CASTILLO	President
ANA V. CORRALES	Vice President
EDGAR CASTILLO	Secretary
ANA V. CORRALES	Treasurer

ARTICLE VIII - 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 February 18, 1997.

X Ana V. Corrales Edgar Castillo
Signature/Title SIGNATURE

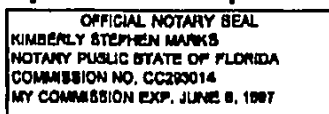
STATE OF FLORIDA
COUNTY OF DADE

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared VIRGINIA CORRALES, EDGAR CASTILLO, the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this February 18, 1997.

Kimberly Stephen Marks
Notary Public, State of Florida at Large

My commission Expires:



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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 VIRCON INTERNATIONAL, INC.
(Name of Corporation)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI, STATE
OF FLORIDA 33131, HAS NAMED VIRGINIA CORRALES, LOCATED AT 121 SE 1
STREET, STATE OF FLORIDA 33131, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.

SIGNATURE Ana V. Corrales
(Corporate Officer)

TITLE VP/TREAS

DATE 2/18/97

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
PERFORMANCE OF MY DUTIES.

SIGNATURE Ana V. Corrales
(Resident Agent)

DATE 2/18/97

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TALLAHASSEE, FLORIDA

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