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February 20, 1997

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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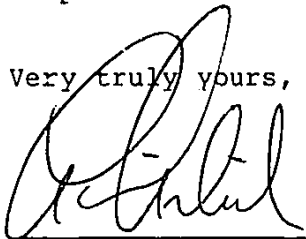
RE: FLA-TEX CORP.

Gentlemen:

Enclosed in duplicate are Articles of Incorporation for  
FLA-TEX CORP., together with check in the sum of \$122.50  
for filing fees.

Please return a certified copy of the Articles to the  
undersigned as soon as possible.

Very truly yours,

  
LEE MILICH

LM/lr  
encl.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 FEB 24 PM 3:50

97 3/3/97

EFFECTIVE DATE

2/20/97

ARTICLES OF INCORPORATION  
OF  
FLA-TEX CORP.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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ARTICLE I  
NAME

The name of this corporation shall be:

FLA-TEX CORP.

ARTICLE II  
DURATION

This corporation shall commence its existence on the date of execution and acknowledgement of these Articles of Incorporation, and shall exist perpetually unless sooner dissolved according to law.

ARTICLE III  
PURPOSE

This corporation may engage in any activity or business under the laws of the United States and of the State of Florida.

ARTICLE IV  
CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of non par value common stock, which shall be designated as "Common Shares".

ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 11900 Biscayne Blvd., Suite 809, North Miami,

FL 33181, and the initial registered agent at that address is LEE MILICH.

ARTICLE VI  
INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the By-Laws. The names and addresses of the initial directors are: JURGEN OBERNDORFER, 3649 N. W. 35th Street, Coconut Creek, FL 33066, and JAY DASH, 151 N. W. 54th Street, Miami, FL 33127.

ARTICLE VII  
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the corporation is 3649 N. W. 35th Street, Coconut Creek, FL 33066.

ARTICLE VIII  
INCORPORATOR

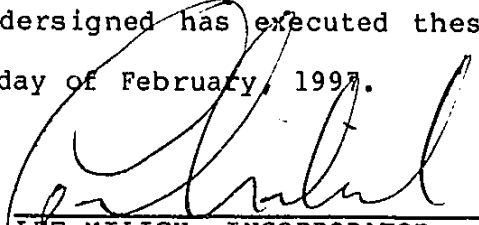
The name and address of the person signing these Articles of Incorporation is LEE MILICH, 11900 Biscayne Blvd., Suite 809, North Miami, FL 33181.

ARTICLE IX  
INDEMNIFICATION


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

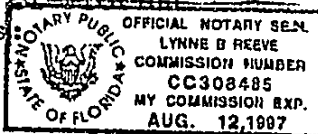
law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 20th day of February, 1997.

  
LEE MILICH, INCORPORATOR

Sworn to and subscribed before me this 20th day of February, 1997.

  
NOTARY PUBLIC, State of Florida  
My commission expires

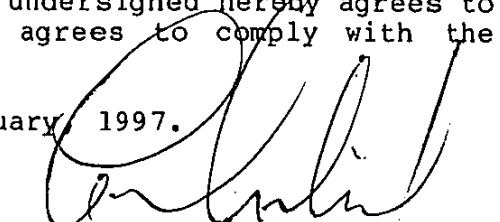


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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above named corporation, at the place designated in Article V of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the complete discharge of its duties.

Dated this 20th day of February, 1997.

  
LEE MILICH, REGISTERED AGENT