

SILVER & GARVETT, P.A.
ATTORNEYS AT LAW
ONE GROVE VILLA
3350 S.W. 27TH AVENUE
COCONUT GROVE, FLORIDA 33133

SCOTT A. SILVER
FREDRIC M. GARVETT
MICHELE R. LAINE
TIM D. HENKEL
JOSEPH E. BURNS

TEL: (305) 858-7008
FAX: (305) 858-7058

P97000025209

OF COUNSEL
JACK M. COE

March 14, 1997

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

Re: Unicard, Inc.

600002115146--3
-03/17/97--01094--018
*****122.50 *****122.50

Dear Sir/Madame:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation together with our check in the amount of \$122.50 representing your filing fee. Please return a certified copy of the Articles upon filing to our offices in the enclosed self-addressed stamped envelope. Thank you for your cooperation in this matter.

Sincerely


SCOTT A. SILVER

SAS/ppg

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 17 PM 1:32

45
3/20

**ARTICLES OF INCORPORATION
OF
UNICARD, INC.**

SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 17 PM 3:32

The undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, hereby applies to form a corporation under the laws of the State of Florida.

FIRST: The name of the corporation is Unicard, Inc.

SECOND: The corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

THIRD: The maximum number of shares of stock which this corporation is authorized to have at any time shall be 500 shares, having a One Dollar (\$1.00) par value each.

All of the aforementioned stock is to be issued as fully paid for and is exempt from assessment.

The capital stock may be paid for in property, labor, or services at a just valuation, to be fixed by the incorporator, or by the board of directors at a meeting called for such purposes, or at the organizational meeting.

Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the directors of the company. Stock in other corporations or going businesses may be purchased by the corporation in return for the issuance of the capital stock, and said purchase shall be on such basis and for consideration and the issuance of so much of the capital stock as the directors of the company may decide.

FOURTH: The amount of capital with which the corporation may begin business will not be less than Five Hundred (\$500.00) Dollars.

FIFTH: The corporation is to have perpetual existence.

SIXTH: The address of the corporation's initial registered office, and the name of the initial registered agent at such address is as follows:

Scott A. Silver, Esq.
SILVER & GARVETT, P.A.
One Grove Villa
3350 S.W. 27th Avenue
Coconut Grove, FL 33133

SEVENTH: The number of directors constituting the initial board of directors is two (2).

EIGHT: The name and post office address of the first board of directors, who, subject to the provisions of these Articles of Incorporation and of the corporation's existence, or until their successors are elected and shall have qualified, is the following:

Directors:	Juan Oliva and Mordechai Ashkenazi
	c/o Silver & Garvett, P.A.
	3350 S.W. 27th Avenue
	Coconut Grove, FL 33133

NINTH: The name and the post office address of the incorporator is:

Scott A. Silver, Esq.
SILVER & GARVETT, P.A.
One Grove Villa
3350 S.W. 27th Avenue
Coconut Grove, FL 33133

TENTH: The name and post office address of the principal corporate officers which is also the corporation's principal office and mailing address is:

Juan Oliva, President
Mordechai Ashkenazi, Vice President, Secretary/Treasurer
c/o Silver & Garvett, P.A.
350 S.W. 27th Avenue
Coconut Grove, FL 33133

ELEVENTH: In furtherance and not in limitation of the power conferred by the laws of the State of Florida, the board of directors is hereby especially authorized:

- a. To make and alter the by-laws at pleasure.
- b. To fix the amount to be reserved as working capital and to authorize and cause to be executed mortgages and lien by the property and franchises of this corporation.

TWELFTH: Cumulative voting may be permitted by the terms of the by-laws:

IN WITNESS WHEREOF, the party hereto has set his hand and seal this 14 day of March, 1997.


SCOTT A. SILVER, ESQ.
Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

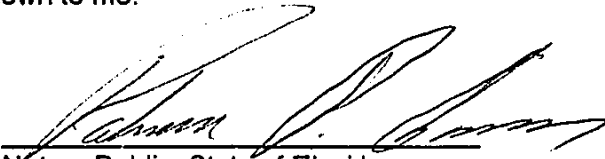
BE IT REMEMBERED, that on this day personally appeared, before me, SCOTT A. SILVER, ESQ., party to the foregoing Articles of Incorporation to be the act and deed of the signers, and that the facts therein states are truly set forth.

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION
91 MAR 17 PM 1:32

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

SWORN TO AND SUBSCRIBED before me this 14th day of March, 1997 by

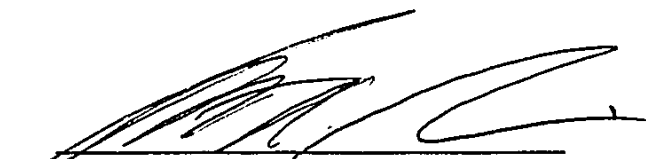
SCOTT A. SILVER, ESQ., who is personally known to me.


Notary Public, State of Florida

My Commission Expires:

 PATRICIA P. GARSON
COMMISSION # CC 481380
EXPIRES SEPTEMBER 03, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

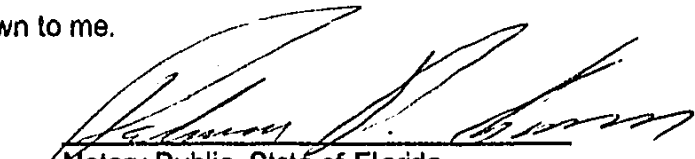
I HEREBY am familiar with and accept the duties and responsibilities as registered
agent for said corporation.


SCOTT A. SILVER, ESQ., Registered
Agent for UNICARD, INC.


STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

SWORN TO AND SUBSCRIBED before me this 14th day of March, 1997 by

SCOTT A. SILVER, who is personally known to me.


Notary Public, State of Florida

My Commission Expires:

 PATRICIA P. GARSON
COMMISSION # CC 481380
EXPIRES SEPTEMBER 03, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.