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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
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NAME: NEO PROPERTIES, INC.
AUDIT NUMBER.....H97000005389
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 1
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ARTICLES OF INCORPORATION

SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -2 PM 4:00

Article 1: Name of Corporation NEO PROPERTIES, INC.
Address of Corporation ONE SOUTHEAST THIRD AVENUE 15th FLOOR
MIAMI, FLORIDA 33131

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 1,000, with a par value of \$1.00. (PAR VALUE is NOT REQUIRED).

Article 3: REGISTERED OFFICE:
and BARRY M. BRANT
REGISTERED AGENT: ONE SE THIRD AVENUE 15th FLOOR
MIAMI, FLORIDA 33131

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

 4/2/97
Signature of Registered Agent Date

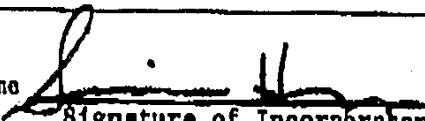
Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED)
First listed is President. Second is Secretary/Additional Directors.

1. SIONA HAYOUN
21200 HARBOR WAY Suite 115
AVENTURA, FLORIDA 33180

Article 5: The Name and Address of the INCORPORATOR is:

SIONA HAYOUN
21200 HARBOR WAY Suite 115
AVENTURA, FLORIDA 33180

In witness whereof I have subscribed my name


Signature of Incorporator
SIONA HAYOUN

H97-5390

Prepared by:

ACE INDUSTRIES, INC.
54 NW 11th Street
Miami, FL 33136
305-358-2571