

DAVID S. NICNICK, ESQ.

5722 S FLAMINGO ROAD, #239
COOPER CITY, FL 33330
954/433-2260

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April 4, 1997

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Department of State
Division of Corporations
409 E Gaines Street
Tallahassee, FL 32399

RE: Grasshopper Enterprises, Inc.

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$122.50.

FROM: DAVID S. NICNICK, ESQ.
5722 S Flamingo Road, # 239
Cooper City, FL 33330
954/433-2260

Please return a certified copy of the articles in the envelope provided.

Thank you,

David S. Nicnick
David S. Nicnick
Attorney at Law

DSN/mbn
Enclosures (3)

FILED
97 APR -9 PM 9 43
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE

4-10-97
DB

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is Grasshopper Enterprises, Inc.

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be:

1351 SE 7th Avenue, Suite 304
Dania, FL 33004

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 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 5722 South Flamingo Road, #239, Cooper City, FL 33330 and the name of the initial registered agent of this corporation at that address is David S. Nicnick, Esq.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (2) directors to hold office until the first annual meeting of stockholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The names and addresses of the initial Directors are:

Eric Rogell
1351 SE 7th Avenue
Dania, FL 33004

Gregg Berrian
5101 SW 120th Avenue
Cooper City, FL 33330

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ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

David S. Nicnick, Esq.
5722 South Flamingo Road, #239
Cooper City, FL 33330

ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX - INDEMNIFICATION

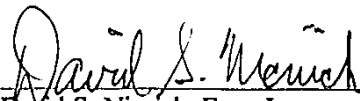
The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - 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 Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: March 10, 1997



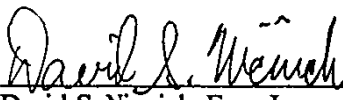
David S. Nicnick, Esq., Incorporator

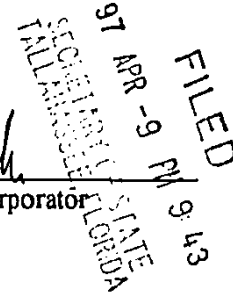
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First that Grasshopper Enterprises, Inc., desiring to organize or qualify under the laws of the State of Florida, has named David S. Nicnick, Esq. as its agent to accept service of process within Florida.

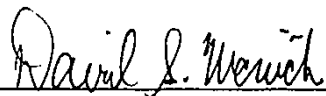
Dated: March 10, 1997


David S. Nicnick, Esq., Incorporator



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. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: March 10, 1997


David S. Nicnick, Esq.