P97000037589 WINTTER & MASON, P.A. Allosnoys and Counsellors at Law

2239 HOLLYWOOD BOULEVARD HOLLYWOOD, FLORIDA 33020-6707

April 22, 1997

CHRISTOPHER Q. WINTTER
FLA. AND WASH., D.C. BAR
CERTIFIED PUBLIC ACCOUNTANT

STEVEN A. MASON
FLA., P.A. AND N.J. BAR

ALLISON L. KAY

OF COUNSEL ERNST G. WINTTER

BOARD CERTIFIED
WILLS, TRUSTS & ESTATES

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

Re:

Mahis-Almadi, Inc.

-- HOLLYWOOD (954) 920-7014 MIAMI -- (305) 948-6788

FACSIMILE (954) 920-7080

900002155529--8 -04/25/97--01096--002 ****122.50 ****122.50

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced Corporation, with the Registered Agent Form incorporated therein. Also enclosed is our Firm's check in the amount of \$122.50 to cover the filing fees as follows:

Filing Fee \$ 35.00 Certified Copy 52.50 Registered Agent Fee 35.00

Total \$122.50

Please return a certified copy of these Articles of Incorporation to this office to the attention of the undersigned.

Thank you for your attention to this matter.

Sincerely,

WINTTER & MASON, PA

Steven A. Mason

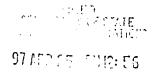
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ARTICLES OF INCORPORATION OF MAHIS-ALMADI, INC.



The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

Article I - Name and Purpose

The name of the corporation shall be: MAHIS-ALMADI, INC.

The corporation shall be formed to operate retail and/or wholesale business(es), to import and export goods, and for all other lawful purposes.

Article 11 - Principal Office

The principal place of business and mailing address of this corporation shall be:

Post Office Box 816419 Hollywood, FL 33081

Article III - Shares

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 shares at \$1.00 par value

Article IV - Initial Registered Agent and Street Address

The name and address of the initial registered agent is:

Soloman Almadi 5002 Sheridan Street Hollywood, FL 33021

The undersigned initial registered agent hereby accepts the designation.

Registered Agent-Soloman Almadi

Article V - Incorporator(s) and Subscriber(s)

.The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation and Subscriber(s) to authorized shares is (are):

Soloman Almadi 5002 Sheridan Street Hollywood, FL 33021

Article VI - Duration

This corporation shall have perpetual existence.

Article VII - Taxation

It is the intent of the incorporator that the corporation will qualify under the Internal Revenue Code as a Subchapter C corporation.

Article VIII - Amendment

These Articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved by a stockholders' meeting by fifty-one (51%) percent of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles be adopted.

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 3_ day of _____, 199].

STATE OF BROWNSON DALLAS

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgements, personally appeared SOLOMAN ALMADI, to me well known to be the person described herein, and who produced the following identification:

TX- Drivers License..., and who executed the foregoing Articles of Incorporation.

WITNESS MY HAND AND SEAL in the State and County aforesaid, this 3 day of Wurch , 1997.

MY COMMISSION EXPIRES:

03.06.99

Melinda y. Ryan NOTARY PUBLIC, State of Floridan