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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: ACE INDUSTRIES, INC.
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NAME: JULIUS, INC.

AUDIT NUMBER.....H97000006853

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
of

JULIUS, INC.

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation is:

JULIUS, INC.

ARTICLE II

The principal office and the mailing address of the corporation is:

3 ISLAND AVENUE, APT 11C, MIAMI BEACH, FL 33139-1371

ARTICLE III

The period of its duration is perpetual. It will commence its existence upon the filing of these Articles of Incorporation with the Secretary of State of Florida.

ARTICLE IV

The purpose is to engage in any activities or business permitted under the laws of the United States and of the State of Florida.

ARTICLE V

The maximum number of shares of capital stock that this corporation is authorized to have outstanding anytime is FIVE HUNDRED (500) shares of common stock having a par value of ONE (\$1.00) DOLLAR per share.

ARTICLE VI

The name and address of the initial registered agent and office of this corporation is as follows:

Lillian Fernandez
407 Lincoln Road, Suite 706
Miami Beach, FL 33139

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PREPARED BY:
BOG INDUSTRIES, INC.
54 NW 11th Street
Miami, FL 33136
305-358-2571

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ARTICLE VII

This Corporation will have one director initially. They may either increase or decrease the number of directors from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but will never be less than one. The names and street addresses of the initial directors of the corporation are as follows:

Name	Address
Julius Barracough	3 Island Avenue, Apt 11C Miami Beach, FL 33139-1371

ARTICLE VIII

This corporation reserved the right to amend or repeal any provisions contained in these Articles or Incorporation, or any amendment hereto, and any right conferred upon the shareholders subject to this reservation.

ARTICLE IX

Each shareholder of this corporation will have the first right to purchase shares (and securities convertible into shares), of any class, kinds of series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury shares. Any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of notice will deem this right. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE X

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of the majority of the shares then entitled to vote at an election of directors.

ARTICLE XI

The corporation may be empowered to indemnify any officer or director in the manner set out and provided for pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

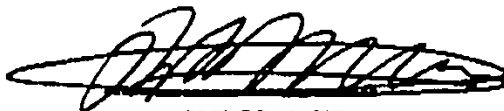
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ARTICLE XII

These Articles of Incorporation may be amended in the manner provided by law. The Board of Directors will approve of Directors and approve every amendment and approve at a stockholder meeting by a majority of the shares entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation this 8th day of April 1997.



SUBSCRIBER

JULIUS BARRACLOUGH
3 ISLAND AVENUE APT. 11C
MIAMI BEACH, FL 33139-1371

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**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 the laws of the State of Florida, we submit the following:

FIRST: That JULIUS, INC. desiring to organize under the Laws of the State of Florida with its principal offices as shown in the Articles of Incorporation, in the County of Dade, State of Florida, has named LILIAM FERNANDEZ, at 407 Lincoln Road, Suite 706, Miami Beach, FL 33139, as its agent to accept services of process within this State.

ACKNOWLEDGEMENT

Having been named to accept services of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: _____


Liliam Fernandez
Resident Agent

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