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REPLY TO
MIAMI OFFICE

May 7, 1997

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

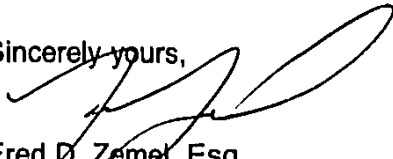
Re: New Corporation: Tony Riso Acquisition Corp.

Dear Sirs:

Enclosed please find the Articles of Incorporation for the above-referenced new corporation and a check payable to the Secretary of State in the amount of \$122.50. Please file the Articles and return a certified copy of same to me at the North Miami address set forth above.

If you have any questions or comments, please contact the undersigned at (305) 931-2855.

Sincerely yours,


Fred D. Zemel, Esq.
For the firm

FILED
97 MAY 12 PM 1:47
Tallahassee, Florida

ARTICLES OF INCORPORATION
OF
TONY RISO ACQUISITION CORP.

FILED
97 MAY 12 PM 1:47
TALLAHASSEE, FLORIDA

FIRST: The name of this corporation is:

TONY RISO ACQUISITION CORP.

SECOND: The general nature of the business or businesses to be transacted is as follows:

To apply for, register, obtain, purchase, lease, take licenses in respect of, or otherwise acquire, and to hold, own, use, operate, develop, enjoy, turn to account, grant licenses and immunities in respect of, manufacture under, and to introduce, sell, assign, create security interest in, pledge or otherwise dispose of, and in any manner deal with and contract with reference to: inventions, devices, formulas, processes and any improvements and modifications thereof; letters patent, patent rights, patented processes, copyrights, designs and similar rights, trademarks, trade symbols, trade names, and other indications of origin and ownership granted by or recognized under the laws of the United States or of any state or subdivision thereof, or of any foreign country or subdivision thereof, and all rights connected therewith or appertaining thereto; and franchises, licenses, grants and concessions.

To do all and everything necessary and proper for the accomplishment of the objects enumerated in its certificate of incorporation or necessary or incidental to the benefit and protection of the corporation, and to transact any lawful business and to exercise all powers granted to corporations by the laws of the State of Florida including but not limited to:

To acquire, to pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake to assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To issue bonds, debentures or obligations of this corporation from time to time, for any of the objects or purposes of the corporation, and to secure the same by mortgage, pledge, deed or trust, or otherwise.

To conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, in this state.

To take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of this state or any other state or government; while owner of

TONY RISO ACQUISITION CORP.
ARTICLES OF INCORPORATION
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such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To purchase, hold, sell and transfer shares of its own capital stock, provided that this corporation shall not purchase any of its own capital stock except from the surplus of its assets over liabilities including capital. Shares of its own capital stock owned by the corporation shall not be voted directly or indirectly, or counted as outstanding for the purpose of any stockholders' quorum or vote.

To contract debts and borrow money at such rates of interest, not to exceed the lawful interest rate, and upon such terms as it or its board of directors may deem necessary or expedient and shall authorize or agree upon, issue and sell bonds, debentures, notes and other evidence of indebtedness, whether secured or unsecured, and execute such mortgages, or other instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing by it, as occasion may require and the Board of Directors deem expedient.

To make gifts for educational, scientific or charitable purposes.

The foregoing clauses will be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

THIRD: The maximum number of shares with par value that this corporation is authorized to have outstanding at this time is Five Thousand (5,000) shares of the par value of one dollar (\$1.00) each.

FOURTH: The amount of capital with which this corporation will begin business is Five Hundred and No/100 Dollars (\$500.00).

FIFTH: This corporation is to have perpetual existence. Corporate existence shall be effective with the filing of these Articles with the Secretary of State.

SIXTH: The principal office of this corporation will be 17070 Collins Avenue, Suite 263, Miami Beach, Florida 33160.

SEVENTH: The number of its directors shall not be less than one (1) but may be such greater number as may be elected by the stockholders from time to time.

EIGHTH: The names and post office addresses of the members of the first board of directors, who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified are:

· TONY RISO ACQUISITION CORP.
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NAMES

POST OFFICE ADDRESSES

Benjamin Atkin

17070 Collins Avenue
Suite 263
Miami Beach, Florida 33160

NINTH: The name and post office address of the subscriber of the Articles of Incorporation is as follows:

NAME

POST OFFICE ADDRESS

Benjamin Atkin

17070 Collins Avenue
Suite 263
Miami Beach, Florida 33160

TENTH: The street address of the initial registered office of this corporation is 17070 Collins Avenue, Suite 263, Miami Beach, Florida 33160 and the name of the initial registered agent of this corporation at that address is Benjamin Atkin.

ELEVENTH: In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make and alter the bylaws of this corporation, to fix the amount to be reserved as working capital over and above its capital stock paid in, to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation. To determine and fix the compensation of officers, directors, agents and employees of this corporation; to adopt any profit-sharing plan, pension or deferred compensation plan or program or any stock option plan or program or any other benefit plan or program, and to determine the contributions to be made by this corporation thereto; to enter into employment contracts with officers, directors, agents and employees of this corporation and to provide therein for regular compensation, bonuses, stock options, deferred compensation and retirement and other benefits. The interest of any director in any of the foregoing matters shall not disqualify such director from participation in the consideration of such matter or from voting thereon and shall not affect the validity of any action of the board of directors in respect of such matters.

From time to time to determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of this corporation (other than the stock book), or any of them, shall be open to the inspection of stockholders; and no

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stockholder shall have any right of inspecting any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of stockholders or directors.

Pursuant to the affirmative vote of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, given at a stockholders' meeting duly called for that purpose or when authorized by the written consent of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, the board of directors shall have power and authority at any meeting to sell, lease, or exchange all of the property and assets of this corporation, including its good will and its corporate franchise, or any property or assets essential to the business of the corporation, upon such terms and conditions as its board of directors deem expedient and for the best interests of the corporation.

This corporation may in its bylaws confer powers upon its directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon them by statute.

Both stockholders and directors shall have power, if the bylaws so provide, to hold their meetings, and to have one or more offices within or without the State of Florida, and to keep the books of this corporation (subject to the provisions of the statutes) inside or outside of the State of Florida at such places as may be from time to time designated by the board of directors.

Any action of the stockholders of this corporation may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the secretary of the corporation as part of the corporate records. Such consent shall have the same force and effect as a unanimous vote of the stockholders at a meeting. Action taken by the board of directors of this corporation without a meeting shall also nevertheless constitute board action, with the same force and effect as though taken by unanimous vote of the directors at a meeting, if written consent to the action in question is signed by all of the directors and filed with the minutes of the proceedings of the board of directors whether done before or after the action so taken.

TWELFTH: This corporation reserves the right to amend, alter, change or repeal any provision contained in its articles of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the original sole subscriber hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge, and file these articles, hereby declaring and certifying that the facts

TONY RISO ACQUISITION CORP.
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CERTIFICATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted.

That TONY RISO ACQUISITION CORP., a corporation duly organized and existing under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation, at the City of Miami Beach, County of Dade, State of Florida, has named BENJAMIN ATKIN as its registered agent, located at 17070 Collins Avenue, Suite 263, Miami Beach, Florida 33160, accept service of process within this state.


Having been named to accept service 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 Florida Statutes related to keeping open said files.

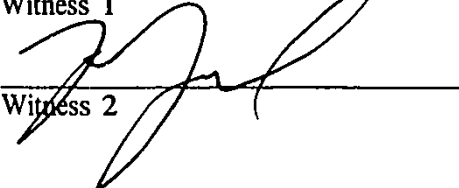

Benjamin Atkin, Director

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herein stated are true, and accordingly have hereunto set our hands and seals this 5th day of May, 1997.

Signed, sealed and delivered
in the presence of:



Witness 1


Witness 2



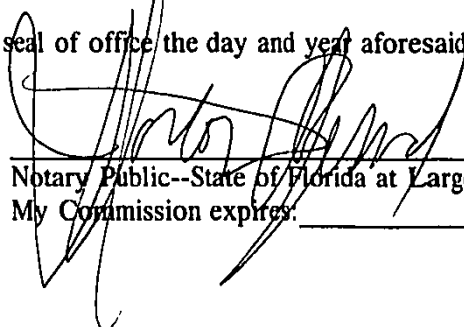
Benjamin Atkin, Director

FILED
97 MAY 12 PM 1:47
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
)
COUNTY OF DADE)

BE IT REMEMBERED that on this 5th day of May, 1997, personally came before me, MORTON B. JEMEL, a notary public for the State of Florida, Benjamin Atkin, party to the foregoing Articles of Incorporation, known to me personally to be such, and acknowledge the said articles to be the act and deed of the signer and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.



Notary Public--State of Florida at Large
My Commission expires: _____

OFFICIAL NOTARY SEAL
MORTON B. JEMEL
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC467455
MY COMMISSION EXP. JUNE 29, 1999