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5/19/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: CORPORATE CREATIONS INTERNATIONAL INC. ACCT#: 073171003004
CONTACT: ~~JOHN G. FROST~~ *BrinFong*
PHONE: (305)672-0686 FAX #: (305)672-9110
NAME: ~~Prastige Enterprise, Inc.~~
AUDIT NUMBER.....H97000008165
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 19, 1997

CORPORATE CREATIONS INTERNATIONAL INC.

SUBJECT: PRESTIGE ENTERPRISE INC.
REF: W97000011654

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Becky McKnight
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION

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Article I. Name

The name of this Florida corporation is:
Prestige Enterprise Inc.

Article II. Address

The mailing address of the Corporation is:
Prestige Enterprise Inc.
18151 NE 31st Court, Unit 1003
North Miami Beach FL 33160

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Emma Martin
18151 NE 31st Court, Unit 1003
North Miami Beach FL 33160

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Emma Martin

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code 125)
Miami Beach FL 33139-8629
(305) 672-0686

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

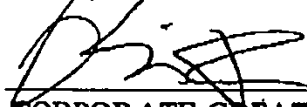
The name and address of the incorporator is:

Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code 125)
Miami Beach FL 33139-6629

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on May 19, 1997.

The undersigned incorporator executed these Articles of Incorporation on May 19, 1997.



CORPORATE CREATIONS INTERNATIONAL INC.
Brian R. Fons Vice President

Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code 125)
Miami Beach FL 33139-6629
(305) 672-0686

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

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CORPORATION:

Prestige Enterprise Inc.

REGISTERED AGENT/OFFICE:

Emma Martin

18151 NE 31st Court, Unit 1003

North Miami Beach FL 33160

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


Emma Martin

Date: May 19, 1997

Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code 125)
Miami Beach FL 33139-6629
(305) 672-0685

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