ELLIS, SPRINCER AND BUTLIR FORNEYS ALLAW ALL HILLS EXPLAIVE PLAZA 4601 SHERIDAN STR

T.D. ELLIS, JR. (1962) SHERWOOD SPENCER (1996)

ROBERT B. BUTLER
W. TINSLEY ELLIS
WILLIAM S. SPENCER
MARK F. BUTLER
ROBERT PAUL KEELEY

May 13, 1997

SUITE 505 HOLLYWOOD, FLORIDA 33021-3412

(954) 986-2291

MIAMI LINE (305) 947-0620 FACSIMILE (954) 986-2778 E-MAIL: esb@esblaw.com JONATHAN E. BRODY CHAPMAN L. SMITH, JR. CHARLES S. KYRIAZOS* JOHN C. PRIMEAU

*ALSO ADMITTED IN NEW YORK

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

800002180268--3 -05/15/37--01037--005 ****183.75 ****183.75

Re: AKSHUN FACTOR, INC. a new Florida corporation

Ladies and Gentlemen:

I am enclosing to you herewith Articles of Incorporation in triplicate and request that you file the original thereof, certify both copies and issue your certificate under seal as to the status of this new corporation, returning said certified copies and certificate to us in the enclosed pre-addressed and stamped envelope.

Also enclosed is my firm's trust account check in the amount of \$183.75 for the following:

1.	Filing Fee	\$ 35.00
2.	Registered Agent's Fee	35.00
3.	Two Certified Copies	105.00
4.	One Certificate Under	8.75
	Seal as to Corporate Status	

TOTAL

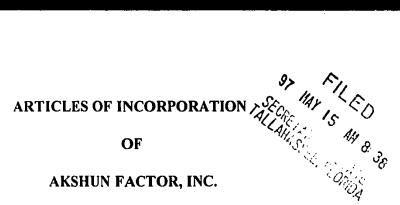
\$ 183.75

very irmly yours

Mark F. Butler MFB:cw

Enclosure

cc: Louis B. Cimino



The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

Article I: Name

The name of the corporation shall be AKSHUN FACTOR, INC.

Article II: Principal Office

The principal place of business and mailing address of this corporation shall be 108 N. 28th Avenue, Hollywood, Florida 33020.

Article III: Nature of Business

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

Article IV: Shares

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having no par value per share.

Article V: Initial Registered Agent and Street Address

The name and address of the initial registered agent is:

Mark F. Butler 4601 Sheridan Street, Suite 505 Hollywood, Florida 33021

Article VI: Term of Existence

This corporation is to exist perpetually.

Article VII: Officers

The name and street address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until his successors are elected or appointed are:

Louis B. Cimino
President/Vice President/
Secretary/Treasurer

108 N. 28th Avenue Hollywood, Florida 33020

Article VIII: Incorporator

The name and street address of the incorporator to these Articles of Incorporation:

Louis B. Cimino 108 N. 28th Avenue Hollywood, Florida 33020

The undersigned incorporator has executed these Articles of Incorporation this 13th day of May, 1997.

LOUIS B. CIMINO

Acceptance of Appointment of Registered Agent

Having been named as registered agent and to accept service of process for AKSHUN FACTOR, INC., at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes (F.S. 607.0505) relating 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 this $(\frac{2}{1})$ day of May, 1997.

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