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Of Counsel  
**NEAL R. SONNETT**  
WHITE COLLAR CRIMINAL DEFENSE

May 14, 1997

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

**Re: Incorporation of Picabo, Inc.**

100002181491--7  
-05/16/97--01076--008  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Incorporation for the above proposed Florida corporation. Also enclosed is a check in the amount of \$122.50, representing the fees for filing and a certified copy.

Thank you for your assistance to this matter. Please feel free to contact me if you have any questions.

Very truly yours,

DE LA O, MARKO & WANG

  
Cheng-Shou Wang

D/2437-021.ET

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY 16 AM 11:45

RP  
5-20-97

ARTICLES OF INCORPORATION  
OF  
PICABO, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 MAY 16 AM 11:45

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is PICABO, INC.

ARTICLE II

The existence of the corporation shall begin on the date of filing this Articles of Incorporation.

ARTICLE III

The street address of the principal office of the Corporation is 13350 S. W. 79th Street, Miami, Florida 33183.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is five thousand (5,000), all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 2 S. Biscayne Blvd., #2600, Miami, Florida 33131. The initial registered agent for the Corporation at that address is Cheng-Shou Wang.

ARTICLE VI

The initial board of directors shall consist of one member. The names and address of the persons who will serve on the initial board of directors are:

Name  
Jonathan Lin

Address  
2 S. Biscayne Blvd., #2600, Miami, FL 33131

ARTICLE VII

The names and street addresses of the persons signing these articles of incorporation are:


Name  
Cheng-Shou Wang

Address  
2 S. Biscayne Blvd., #2600, Miami, FL 33131

ARTICLE VIII

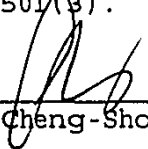
The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14th day of May, 1997.

  
Name: Cheng-Shou Wang

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Picabo, Inc. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

  
Name: Cheng-Shou Wang

Date: May 14, 1997.

FILED  
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DIVISION OF CORPORATIONS