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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAY 22 PM 1:03

Secretary of State
Corporate Records Bureau
P.O. Box 6327
Tallahassee, Florida 32301

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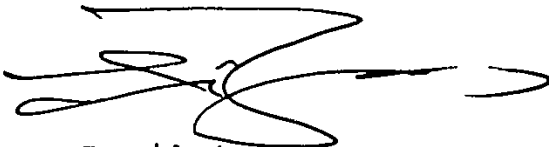
RE: Profile South Beach, Inc.

Gentlemen:

Enclosed please find the Articles of Incorporation for the aforementioned new corporation. Enclosed please find my check in the amount of \$122.50, for the filing fee, certified copy fee, registered agent fee and charter tax.

Should any of this be lacking in order to comply with the laws of the State of Florida, please do not hesitate to contact me.

Very truly yours,



President
Enrique Borges

Enclosures

900 OCEAN DRIVE
SUITE D
MIAMI BEACH, FL 33139

RP
5-23-97

ARTICLES OF INCORPORATION
OF
PROFILE SOUTH BEACH, INC.

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ARTICLE I - NAME

The name of this Corporation is Profile South Beach, Inc., the mailing address is 900 Ocean Drive, Ste. D, Miami Beach, Fl. 33139.

ARTICLE II - DURATION

This Corporation shall exist perpetually commencing on the date these Articles are filed.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of conducting any lawful business for which Corporations may be Incorporated under the Florida General Corporations Act.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of stock \$1.00 par value, which said shares shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 900 Ocean Drive, Ste. D, Miami Beach, Fl. 33139. The name of the initial Registered Agent of this Corporation is Enrique Borges.

ARTICLE VI - PRINCIPAL OFFICE

The street address of the principal office is 900 Ocean Drive, Ste D, Miami Beach, Fl. 33139. The name of the principal officer is Enrique Borges.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) initial director. The number of directors may increase from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director of this Corporation are:

Enrique Borges
3520 S.W. 111 Avenue
Miami, Fl. 33165

ARTICLE VIII - INCORPORATION

The name and address of the person signing these Articles are:

Enrique Borges
3520 S.W. 111 Avenue
Miami, Fl. 33165

ARTICLE IX

This Corporation shall have all of the Corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend, rescind, or repeal any provisions contained in these Articles of Incorporation, and amendment thereof, and any right conferred upon the shareholders herein to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20 day of May, 1997.

Enrique Borges

STATE OF FLORIDA

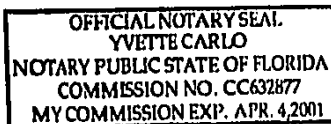
COUNTY OF DADE

Before me, the undersigned authority, personally appeared ENRIQUE BORGES to me well known and known to me to be the person described in and who acknowledged to and before me that (s)he executed the same for the purposes therein expressed.
Proof of I.D. DRIVER'S LICENSE

WITNESS my hand and official seal this 20 day of May, 1997.

Notary Public

My Commission Expires:



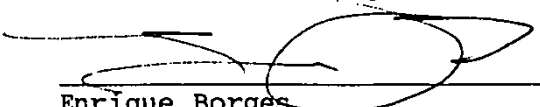
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ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process for the above-stated Corporation, at a place designated in these Articles of Incorporation, I hereby agree to act in that capacity, to comply with the provisions of Florida Statutes Section 48.091 and any Amendments hereto, and to comply with the provisions of all other Statutes related to the proper and complete performance of my duties.

5-20 IN WITNESS WHEREOF, I have hereunto set my hand and seal this
day of May 20, 1997.


Enrique Borges