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FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: ALL INVESTMENTS, INC.
AUDIT NUMBER.....H97000009739
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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ARTICLES OF INCORPORATION

OF

ALL INVESTMENTS, INC.

The undersigned Subscriber who is of legal age and competent to contract, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopts and acknowledges the following Articles of Incorporation for this Corporation:

ARTICLE I

The name of this Corporation shall be ALL INVESTMENTS, INC.

ARTICLE II

The address of the principal office of the corporation is 7935 West Drive, #5, North Bay Village, Florida 33141 and the mailing address of the corporation is 7935 West Drive, #5, North Bay Village, Florida 33141

ARTICLE III

The capital stock authorized and the par value thereof shall be 10,000 shares of one class of common stock with a par value of \$1.00 per share.

ARTICLE IV

The shareholders of the Corporation do not have any preemptive rights to acquire the corporation's unissued shares.

This instrument prepared by:
SCOTT R. WILLINGER, ESQ.
8180 N.W. 36th Street, Suite 100
Miami, Florida 33166
Tel: (305) 591-1040
Florida Bar No. 261394

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ARTICLE V

The street address of the initial registered office of this Corporation is 7935 West Drive, #5, North Bay Village, Florida 33141. The name of the initial Registered Agent of this Corporation at that office is Lorenzo Brito.

ARTICLE VI

The name and address of the (each) incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Scott R. Willinger	8180 N.W. 36th Street Suite 100 Miami, Florida 33166

ARTICLE VII

The number of Directors of this Corporation shall initially be one (1). The Corporation shall be managed by the Board of Director. The exact number of Directors may be increased or decreased, from time to time, by the By-Laws of the Corporation, but at no time shall there be less than one (1) Director.

The names and street addresses of the initial Director of the Corporation, who shall hold office for the first year or until successors are elected or appointed and have qualified, shall be:

<u>NAME</u>	<u>ADDRESS</u>
Lorenzo Brito	7935 West Drive, #5 North Bay Village, Florida 33141

ARTICLE VIII

The Corporation's existence shall commence upon execution of these Articles of Incorporation.

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IN WITNESS WHEREOF, the undersigned incorporator for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true this 12 day of June, 1997.

Scott Willinger
SCOTT R. WILLINGER

STATE OF FLORIDA)

COUNTY OF DADE)

This foregoing instrument was acknowledged before me this 12 day of June, 1997, by Scott R. Willinger who is personally known to me or who has produced a/g as identification.

My Commission Expires:



NOTARY PUBLIC:

Sign *Margarita Trabazo*
Print Margarita Trabazo

State of Florida at Large

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ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent in the foregoing Articles of Incorporation, I hereby accept the appointment of Registered Agent. I acknowledge that I am familiar with, and accept, the obligations of that position.

By:



LORENZO BRITO
(Registered Agent)

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