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

NAME: INFORMATION TECHNOLOGIES FOUNDATION, INC.
AUDIT NUMBER.....H97000011401
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ARTICLES OF INCORPORATION
OF
INFORMATION TECHNOLOGIES FOUNDATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), in order to form a corporation for the purpose hereinafter stated, under and pursuant to the corporation laws of the State of Florida and the acts amendatory thereof and supplemental thereto, does hereby certify as follows:

ARTICLE I

The name of the corporation shall be

INFORMATION TECHNOLOGIES FOUNDATION, INC.

ARTICLE II

The purpose for which the corporation is organized is to:

- a) To engage in any business the corporation deems appropriate.
- b) To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invest, trade, deal in and with, goods, wares, merchandise and real and personal property (tangible and intangible) of every class, kind and description.
- c) To contract debts and borrow money, to issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness as required.
- d) To purchase the corporate assets of any other corporation and engage in the same of other type of business.

RANDALL SIDLOSCA 328-8911
605 Lincoln Road suite 4420
MIAMI BEACH, FL 33134
FL BAR # 511609

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e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock, or any bonds, securities, or other evidences of indebtedness created or issued by any other person, firm, association or corporation, or by an state of government, foreign or domestic, and while owner thereof, to exercise all the rights, powers and privileges of ownership, including the right to vote stock.

f) To enter into, make and perform contract of every kind with any person, firm, association or corporation, municipality, political body, country, territory, state, government or colony or dependency or agency thereof.

g) To purchase, hold and reissue any of the shares of its capital stock.

h) In general, to do each and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects of the furtherance of any of the powers hereinabove set forth, either alone or in association with other corporations, firms, or individuals, and to carry on any business, and to have all powers in connection therewith, not forbidden by the laws of the State of Florida, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes of any part or parts thereof.

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1) To have and exercise all powers granted corporations under the laws of the State of Florida or any amendments thereof.

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ARTICLE III

The corporation is authorized to issue only one (1) class of shares to be designated common stock. The total number of shares of stock which the corporation shall have the authority to issue is ONE HUNDRED (100) shares. The shares will have \$1.00 par value. All shares shall be voting shares and the holders of issued shares are entitled to one (1) vote per share.

ARTICLE IV

Holders of issued shares, upon the sale for cash of any newly issued stock of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it may be offered to others.

ARTICLE V

The number of directors constituting the initial board of directors is four (4), and the name and addresses of the persons who are to serve as initial directors are:

<u>Names</u>	<u>Addresses</u>
Randall L. Sidlosca	15933 S.W. 153 Court Miami, Fl 33187
Angela M. Luaces	122 Menores Avenue, #2 Coral Gables, Fl 33134
Mirentxu Echenique	122 Menores Avenue, #2 Coral Gables, Fl 33134

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Names

Addresses

Steven Millilo

122 Menores Avenue, #2
Coral Gables, FL 33134

ARTICLE VI

The names and addresses of the incorporators of this corporation are as follows:

Randall L. Sidlosca
15933 S.W. 153 Court
Miami, FL 33187

President

Angela M. Luaces
122 Menores Avenue, #2
Coral Gables, FL 33134

Vice-President

Mirrentxu Echenique
122 Menores Avenue, #2
Coral Gables, FL 33134

Vice-President, Treasurer

Steven Millilo
122 Menores Avenue, #2
Coral Gables, FL 33134

Vice-President

ARTICLE VII

The address of the corporation's registered office is:

122 Menores Avenue #2
Coral Gables, FL 33134

The name of the corporation's initial Registered Agent at such address is:

Angela M. Luaces

The initial Principal office of the corporation shall be:

15933 S.W. 153 Court
Miami, FL 33187

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ARTICLE VIII

This corporation is to exist perpetually.

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by same to the stockholders and approved at stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law, for acts of omission or commission committed on behalf of the corporation, unless they reflect criminal intent or gross negligence.

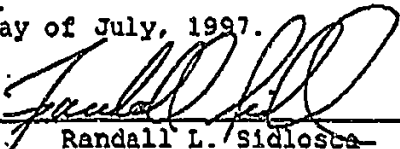
ARTICLE XI

Any contract or other transaction between the corporation and any one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more

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of its directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the corporation that acts upon, or in reference to, the contract or transaction, notwithstanding his/her participation in this action, if the fact of such interest is disclosed or known to the Board of Directors or a committee thereof which authorizes or ratifies the contractor transaction. Common or interested directors may be counted in determining whether a quorum is present and shall be entitled to vote on such authorization or ratification.

IN WITNESS WHEREOF, we have executed these Articles of Incorporation on this 10th day of July, 1997.



Randall L. Sidlosca

Having been named to accept service of process for the above named corporation, at place designated in this state certificate, I am familiar with and accept the duties and responsibilities as registered agent for said corporation.



Angela M. Luaces

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

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TALLAHASSEE, FLORIDA
STATE

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The foregoing instrument was acknowledged before me this _____ day of July, 1997 by RANDALL L. SIDLOSCA, as President of INFORMATION TECHNOLOGIES FOUNDATION, INC., a Florida Corporation. He is personally known to me or _____ He has produced his driver's license as identification and did take an oath.

NOTARY PUBLIC:

Print Name: _____

COMMISSION EXPIRES: (SEAL)

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