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((H97000011729 5))

TO: DIVISION 01 of CORPORATIONS

FAX #: (850) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: CLAPE INC.
AUDIT NUMBER.....H97000011729
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUCAS..0 PAGES..... 6
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

me 7/18/97

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
CLAPE INC**

ARTICLE I

The name of this corporation shall be:
CLAPE INC

With the principal place of business located at:
**520 BRICKELL KEY DR. SUITE 819
MIAMI FL 33.131**

**ARTICLE II
GENERAL NATURE OF BUSINESS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE III
CAPITAL STOCK**

This Corporation is authorized to issue 1000 shares of Common Stock, par value \$1.00(one U.S. dollar) per share.

**ARTICLE IV
PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash or any new common stock of this Corporation, shall have the right to purchase their pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE V
INITIAL REGISTERED OFFICE**

The street address of the registered office of this Corporation is:
**520 BRICKELL KEY DR SUITE 819
MIAMI FL 33.131**

The Name of the initial REGISTERED AGENT of this Corporation is:
PEDRO GONZALEZ

PREPARED BY: THE LAW OFFICES OF ALAN S. GLUECK
ALAN S. GLUECK # 224278
141 NE 3RD AVE 9TH FLOOR, MIAMI, FL. 33132(305) 373-6211

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ARTICLE VI
INITIAL BOARD OF DIRECTORS

This Corporation shall have 1 Director(s) initially, the number of Directors may be either increased or diminished from time to time the bylaws, but shall never be less than one (1). The initial Director(s) of this Corporation is/are:

President - PEDRO GONZALEZ

ARTICLE VII
INCORPORATOR

The name and address of the person signing this article is:

PEDRO GONZALEZ
520 BRICKELL BEY DR SUITE 819
MIAMI FL 33.131

ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify any officer or Director, or any former officers or Directors to the full extent permitted by law.

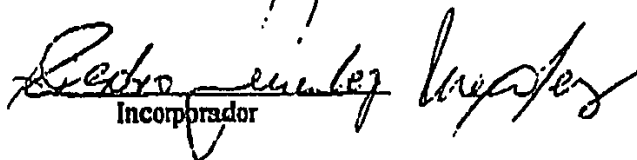
ARTICLE IX
MANAGEMENT OF CORPORATION SHAREHOLDERS

All Corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the Director of, shareholders of this Corporation.

ARTICLE X
BY LAWS

The power to adopt, after, amend or repeal by-laws shall be vested in the BOARD OF DIRECTORS and the SHAREHOLDER.

IN WITNESS WHEREOF, The undersigned incorporator has executed these Article of Incorporation this 25 DAY OF JUNE OF 1997


Incorporador

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STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE
ACKNOWLEDGMENTS IN STATE AND COUNTY SET FORTH ABOVE,
PERSONALLY APPEARED.

PEDRO GONZALEZ

KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING
ARTICLES OF INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT
HE EXECUTED SAME.

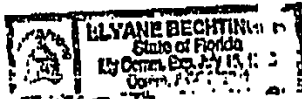
IN WITNESS WHEREOF, I HAVE HEREUNDER SET MY HAND AND AFFIXED
MY OFFICIAL SEAL,

IN THE STATE AND COUNTY AFORESAID

THIS 25 DAY OF JUNE, 1997

NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My commission expires:



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**CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

**THAT CLAPE INC
DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA,
WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE COUNTY OF DADE, STATE
OF FLORIDA HAS APPOINTED:**

PEDRO GONZALEZ

AS ITS AGENT ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

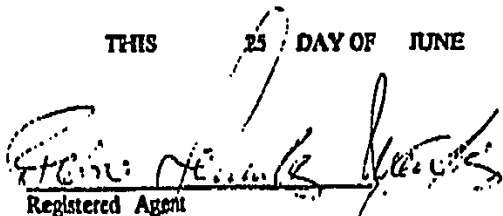
ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF:

CLAPE INC

**TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION
AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO
ACT IN THE CAPACITY OF REGISTERED AGENT FOR SAID CORPORATION,
AND AGREE TO COMPLY WITH THE APPLICABLE PROVISION OF THE
FLORIDA STATUTES.**

THIS 25 DAY OF JUNE , 1997


Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SPECIFIC POWER OF ATTORNEY

BE IT KNOWNED, THAT I, **CLAPE INC** THE
UNDERSIGNED, TO HEREBY GRANT A LIMITED AND SPECIFIC POWER OF ATTORNEY TO
THE **LAW OFFICES OF ALAN S. GLUECK, OF MIAMI, FL**
- AS MY ATTORNEY IN-FACT.

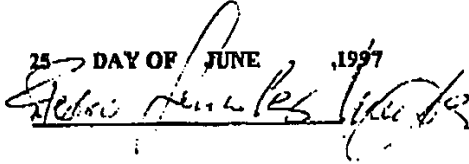
SAID ATTORNEY-IN-FACT SHALL HAVE FULL POWER AND AUTHORITY TO UNDERTAKE
AND PERFORM ONLY THE FOLLOWING ACTS ON MY BEHALF:
MANAGE THE PROCEDURES IN ORDER TO OBTAIN FEIN #, ANY KIND OF BUSINESS
LICENSES, INQUIRE ABOUT LIABILITIES WITH THE IRS., FLORIDA DEPARTMENTS,
CUSTOMS, AND ANY OTHER GOVERNMENTAL OFFICE. THE AUTHORITY HEREIN SHALL
INCLUDE SUCH INCIDENTAL ACTS AS ARE REASONABLY REQUIRED TO CARRY OUT AND
PERFORM THE SPECIFIC AUTHORITIES GRANTED HEREIN.

MY ATTORNEY-IN-FACT AGREES TO ACCEPT THIS APPOINTMENT SUBJECT TO ACT AND
PERFORM IN SAID FIDUCIARY CAPACITY CONSISTENT WITH MY BEST INTEREST AS MY
ATTORNEY-IN-FACT IN THIS DISCRETION DEEMS ADVISABLE.

THIS POWER OF ATTORNEY IS EFFECTIVE UPON EXECUTION, THIS POWER OF ATTORNEY
MAY BE REVOKED BY ME AT ANY TIME, AND SHALL AUTOMATICALLY BE REVOKED
UPON MY DEATH, PROVIDED ANY PERSON RELYING ON THIS POWER OF ATTORNEY
SHALL HAVE FULL RIGHTS TO ACCEPT AND RELY UPON THE AUTHORITY OF MY
ATTORNEY-IN-FACT UNTIL IN RECEIPT OF ACTUAL NOTICE OF REVOCATION.

SIGNED UNDER SEAL THIS

25 DAY OF JUNE, 1997



STATE OF FLORIDA
COUNTY OF DADE

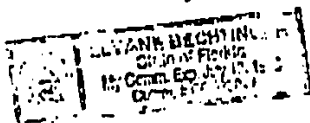
On / / before me, **ALAN S. GLUECK** personally appeared:

Personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose
name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the
same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the
person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS MY HAND AND OFFICIAL SEAL.

Signature _____

Notify Public



Affiant Known Produced ID
Type of ID _____

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