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LAW OFFICES OF
TERRENCE S. SCHWARTZ
BAYSIDE OFFICE CENTER
141 NORTHEAST 3RD AVENUE
SUITE 601
MIAMI, FLORIDA 33132

TEL (305) 373-9737

FAX (305) 358-7191

July 21, 1997

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

600002246576--3
-07/24/97--01062--016
****122.50 ****122.50

Re: Vertiflex, Inc.

Dear Sir/Madam:

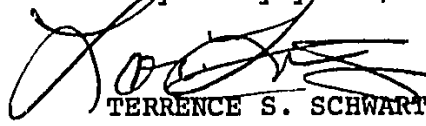
Enclosed please find a check in the amount of \$122.50 payable to the Secretary of State, which amount represents the following in connection with the above-captioned corporation:

\$35.00 Filing Fee
\$35.00 Designation of Registered Agent
\$52.50 Certificate of Secretary of State

I have also enclosed the original and one copy of the Articles of Incorporation for Vertiflex, Inc. to be filed with the State of Florida. Upon completion of filing, kindly return the Certificate together with a certified copy of the Articles of Incorporation to the undersigned.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,

 Legal Assit. to
TERRENCE S. SCHWARTZ

Enclosures

FILED
97 JUL 24 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nr 7/20/97

FILED

97 JUL 24 AM 10: 23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

VERTIFLEX, INC.

The undersigned does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

VERTIFLEX, INC.

The principal office and mailing address is 15805 S.W. 103 Place, Perrine, Florida 33157.

ARTICLE II

This corporation shall commence its perpetual existence upon the filing of these Articles of Incorporation with the Department of State, State of Florida.

ARTICLE III

The general purpose for which this corporation is organized is to transact any and all lawful business permitted under the laws of the State of Florida.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value</u>	<u>Class of Stock</u>
100	\$5.00	Common

All of said stock shall be payable in cash, property; real or personal, or labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE V

The street address of the initial registered office of this corporation and its initial registered agent are as follows:

Terrence S. Schwartz, Esquire
141 N.E. Third Avenue
Suite 601
Miami, Florida 33132

ARTICLE VI

This corporation shall have at least one director, with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote hereafter, determine that this corporation be managed by the shareholders. The name and address of the initial director of this corporation, who shall hold office for the first year or until his successors are duly elected and qualified, shall be:

Rick Castillo
15805 S.W. 103 Place
Perrine, Florida 33157

ARTICLE VII

The name and address of the Incorporator is:

Terrence S. Schwartz, Esquire
141 N.E. Third Avenue
Suite 601
Miami, Florida 33132

ARTICLE VIII

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatsoever. This corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of such shareholders to this corporation.

ARTICLE IX

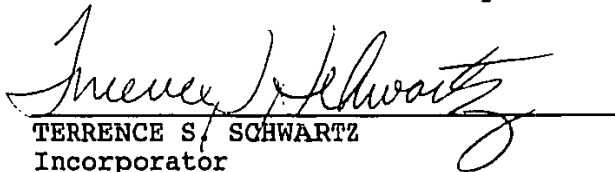
By duly adopted action by the Board of Directors, this corporation may indemnify and/or insure any and all of its directors or officers or former directors or officers, or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock, or of which it is a creditor, to the extent permitted by law, now existing or hereinafter enacted, including, without limitation, the expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, in which they or any of them are made parties or a party by reason of being or having been directors or officers, or a director or officer of this corporation, or of such other corporation, except in relation to matters as to which any such director or officer, or former director or officer or person, shall be adjudged in such action suit or proceeding to be liable for negligence or misconduct in the performance of his duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the By-Laws, agreements, votes of stockholders or directors, Chapter 607, Florida Statutes, or otherwise.

ARTICLE X

No contract or other transaction between this corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are interested in, or is a director or officer or are directors or officers of such other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract or transaction

of this corporation or in which this corporation is interested. No contract, act or transaction of this corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of this corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation. Each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of this corporation may vote upon any contract or other transaction between this corporation and any subsidiary or controlled company without regard to the fact that he also is a director of such subsidiary or controlled company.

IN WITNESS WHEREOF, the undersigned, being the Incorporator of the above named corporation, 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, and executes these Articles of Incorporation this 21st day of July, 1997.


TERRENCE S. SCHWARTZ
Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 21st day of July, 1997 by Terrence S. Schwartz, who is personally known and he did not take an oath.

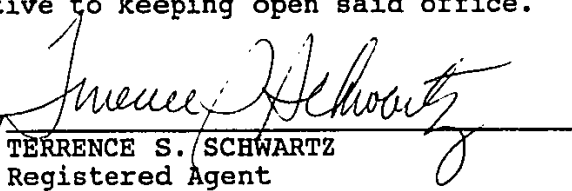

NOTARY PUBLIC STATE OF FLORIDA
MANUEL DINER
My Commission C0394922
Expires Aug. 30, 1998
Bonded by HAI
800-422-1555

My Commission Expires: AT YOUNG
LAW OFFICES OF TERRENCE S. SCHWARTZ
BAYSIDE OFFICE CENTER, SUITE 601 • 141 NORTHEAST 3RD AVENUE • MIAMI, FLORIDA 33132 • (305) 373-9737

ACKNOWLEDGEMENT BY REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By


TERRENCE S. SCHWARTZ
Registered Agent

FILED
97 JUL 24 AM 10:23
SEAL
TALLAHASSEE, FLORIDA