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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

50003255 FIRE CORPORATE KIT COMPANY

ACCT#: 0724

CONTACT: RAY STORMONT

FAX #: (305) 541-3770

PHONE: (305) 541-3694

NAME: ROCA INVESTMENTS AND MANAGEMENT, INC.

AUDIT NUMBER.....H97000012899

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

CERT. COPIES.....1

PAGES.....4

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ARTICLES OF INCORPORATION

of

ROCA INVESTMENTS AND MANAGEMENT, INC.

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation is ROCA INVESTMENTS AND MANAGEMENT, INC.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State for the State of Florida.

ARTICLE IV

The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida General Corporation Act of the State of Florida.

ARTICLE V

The aggregate number of shares which the corporation shall have authority to issue One thousand (1,000) shares of capital stock, \$.001 par value per share, which capital stock is designated as Common Stock.

ARTICLE VI

The number of directors constituting the initial Board of Directors of the corporation shall be one (1). The number of directors may be either increased or diminished from time to time by a vote of the shareholders but shall never be less than one (1). The name and address of the initial director of this corporation are:

Prepared by:

Mark J. Bryn, Esquire
Florida Bar No. 321842
Bryn & Associates
2 S. Biscayne Blvd., Suite 3599
Miami, Florida 33131
(305) 374-0301

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TALLAHASSEE, FLORIDA

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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

50003255PIRE CORPORATE KIT COMPANY

ACCT#: 0724

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: ROCA INVESTMENTS AND MANAGEMENT, INC.

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Miami, Florida 33131
(305) 374-0301

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT=REGISTERED OFFICE

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.325, Florida --
Statutes, the undersigned corporation, organized under the
laws of the State of Florida, submits the following ----
statement in designating the registered office/registered
agent in the State of Florida.

The name of the Corporation is E & J HARD TECHNOLOGY
CORPORATION.

The name and address of the Registered Agent and office is
4815 N.W. 79 Street, Suite 14, Miami, Florida 33166.

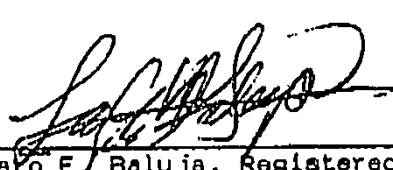


Corporate Officer

Title: President

Dated: August 5, 1997

Having been named to accept service of process for the above
stated corporation, at the place designated in this certifi-
cate, I hereby agree to act in this capacity, and further --
agree, to comply with the provisions of all statutes relative
to the proper and complete performance of my duties; and ---
accept the duties and obligations of section 607.325,, Flori-
da Statutes.



Lazaro E. Baluja, Registered Agent
accepting office.

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H 97000012899

Augusto Sanchez - Director/President
661 Washington Avenue
Miami Beach, Florida 33139

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

Augusto Sanchez
661 Washington Avenue
Miami Beach, Florida 33139

ARTICLE VII

The principal place of business and mailing address of this corporation is:

661 Washington Avenue
Miami Beach, Florida 33139

ARTICLE VIII

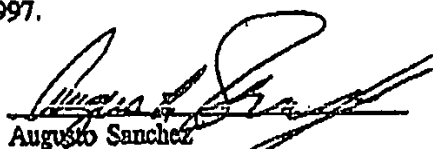
The name and address of the Registered Agent and initial registered office are:

Mark J. Bryn
2 S. Biscayne Boulevard
Suite 3599
Miami, Florida 33131

ARTICLE IX

The initial by-laws of the corporation shall be adopted by the Directors. Thereafter, by-laws of the corporation may be adopted, altered, amended or repealed from time to time only by the shareholders of the corporation.

EXECUTED 1st day of August, 1997.


Augusto Sanchez

H 97000012899

Prepared by:
Mark J. Bryn, Esquire
Florida Bar No. 221842
Bryn & Associates
2 S. Biscayne Blvd., Suite 3599
Miami, Florida 33131
(305) 374-0501

H 97000012899

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In accordance with Section 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof:

ROCA INVESTMENTS AND MANAGEMENT, INC. desiring to organize under the laws of the State of Florida, hereby designates Mark J. Bryn as its registered agent and 2 S. Biscayne Boulevard, Suite 3599, Miami, Florida 33131, as its registered office.

ACCEPTANCE

Having been named as Registered Agent for the above-named corporation, I hereby agree to act in such capacity for such corporation at its registered office.

Mark J. Bryn
Mark J. Bryn

H 970000 12899

Prepared by:
Mark J. Bryn, Esquire
Florida Bar No. 321842
Bryn & Associates
1 S. Dixie Blvd., Suite 3599
Miami, Florida 33131
(305) 374-0501

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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

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Bryn & Associates
2 S. Biscayne Blvd., Suite 3599
Miami, Florida 33131
(305) 374-0301

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The name of the Corporation is E & J HARD TECHNOLOGY CORPORATION.

The name and address of the Registered Agent and office is 4815 N.W. 79 Street, Suite 14, Miami, Florida 33166.

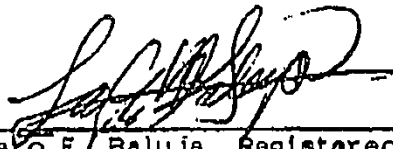


Corporate Officer

Title: President

Dated: August 5, 1997

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and further -- agree, to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and --- accept the duties and obligations of section 607.325,, Florida Statutes.



Lazaro E. Baluja, Registered Agent
accepting office.

H 97000012910

H 97000012899

Augusto Sanchez - Director/President
661 Washington Avenue
Miami Beach, Florida 33139

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

Augusto Sanchez
661 Washington Avenue
Miami Beach, Florida 33139

ARTICLE VII

The principal place of business and mailing address of this corporation is:

661 Washington Avenue
Miami Beach, Florida 33139

ARTICLE VIII


The name and address of the Registered Agent and initial registered office are:

Mark J. Bryn
2 S. Biscayne Boulevard
Suite 3599
Miami, Florida 33131

ARTICLE IX

The initial by-laws of the corporation shall be adopted by the Directors. Thereafter, by-laws of the corporation may be adopted, altered, amended or repealed from time to time only by the shareholders of the corporation.

EXECUTED 27 day of August, 1997.


Augusto Sanchez

H 97000012899

Prepared by:
Mark J. Bryn, Esquire
Florida Bar No. 321842
Bryn & Associates
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Miami, Florida 33131
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Mark J. Bryn

H 97000012899

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Mark J. Bryn, Esquire
Florida Bar No. 321842
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2 S. Biscayne Blvd., Suite 3599
Miami, Florida 33131
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