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AUDIT NUMBER.....H97000013485

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

CERT. OF STATUS..0

PAGES 4

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**ARTICLES OF INCORPORATION
FOR
FOREMAN INTERNATIONAL, INC.**

ARTICLE I- NAME

The name and address of this Corporation is Foreman International, Inc., located at 8232 NW 56 Street, Miami, FL 33166.

ARTICLE II- DURATION

This Corporation shall have a perpetual existence.

ARTICLE III- PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida. The purpose of this Corporation is to provide investment consultation and financial management services.

ARTICLE IV- STOCK

This Corporation is authorized to issue 100 shares of stock- \$0.50 par value which shall be designated as "common shares".

ARTICLE V- INITIAL REGISTERED OFFICE AND AGENT

The name and address of the registered agent of this Corporation is Donna M. Delgado, Esquire, 1031 Ives Dairy Road, Suite 228, North Miami Beach, Florida 33179.

ARTICLE VI- INITIAL BOARD OF DIRECTORS and OFFICERS

This Corporation shall have one (1) Director, initially. The number of Directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The corporate officer(s) are as follows:

Michael A. Foreman, Jr.	President, Treasurer and Secretary	2939 Paddock Lane Weston, FL 33331
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Prepared by:
Donna M. Delgado, Esquire
1031 Ives Dairy Road
North Miami Beach, Fla 33179
(305)654-8202/FBN 0858160

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ARTICLE VII-BYLAWS

The Bylaws of this Corporation may be adopted, altered amended or repealed by either the Shareholders or the Directors.

ARTICLE VIII-INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or director, to the fullest extent permitted by law.

ARTICLE IX-PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already has, shall have the right to purchase his pro rata share thereof, (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X- INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Michael A. Foreman, Jr., 2939 Paddock Lane, Weston, Florida 33331.

ARTICLE XI- AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 12 day of August, 1997.


MICHAEL A. FOREMAN, JR.

STATE OF FLORIDA
COUNTY OF DADE

The forgoing instrument was acknowledged before me on this 12 day of August 1997, by Michael A. Foreman, Jr., who personally appeared before me at the time of notarization and () who is personally known to me or (S) who produced #FDL F 655-541-73-386-0 as identification



D M DELGADO
My Commission OC070280
Expires Jul. 17, 2000


Notary Public

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Page 3 ARTICLES OF INCORPORATION/Foreman International, Inc.

**CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS
FOR SERVICE OF PROCESS WITHIN FLORIDA AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED**

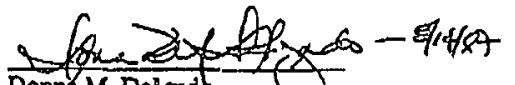
In compliance with ss48.091, Florida Statutes, the following is submitted:

That Foreman International, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 8232 NW 56 Street, Miami, Florida 33166, has named Donna M. Delgado, as its agent to accept service of process within Florida.

Dated: 8/12/97


Michael A. Foreman, Jr.

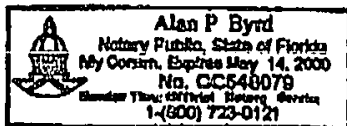
Having been named to accept service of process for the above named corporation, at 1031 Ives Dairy Road, Suite 228, North Miami Beach, Florida 33179, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

 - 8/14/97
Donna M. Delgado

State of Florida
County of Dade

The foregoing instrument was acknowledge before me on this 14 day of August, 1997, by Donna M. Delgado, who personally appeared at the time of notarization and ~~by~~ who is personally known to me or () who produced her FDI. # _____, as identification.


Notary Public



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