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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A.
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NAME: THUNDERROCK HOLDINGS, INC.

AUDIT NUMBER.....H97000014376

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

CERT. OF STATUS..0

PAGES..... 5

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STATE
SECRETARY OF
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THUNDERROCK HOLDINGS, INC.

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be: ThunderRock Holdings, Inc.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 650 SW 16th Terrace, Pompano Beach, FL 33069.

ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS

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.

Roxanne K. Beilly, Esq., FL Bar #851450
Atlas, Pearlman, Trop & Borkson, P.A.
200 East Las Olas Boulevard, Suite 1900
Fort Lauderdale, Florida 33301
Phone No: (954) 763-1200

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TALLAHASSEE, FLORIDA

ARTICLE IV
CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 1,000,000 shares of common stock, par value \$.001 per share.

ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Roxanne K. Bellly
200 East Las Olas Boulevard
Suite 1900
Ft. Lauderdale, FL 33301

ARTICLE VII
BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially.

ARTICLE VIII
INITIAL DIRECTORS

The name and address of the Initial Directors of this Corporation are:

Mr. Vincent Montelione
650 SW 16th Terrace
Pompano Beach, FL 33069

Mr. Robert Gallagher
650 SW 16th Terrace
Pompano Beach, FL 33069

The persons named as initial Directors shall hold office for the first year of existence of this Corporation, or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is Roxanne K. Bellly, 200 East Las Olas Boulevard, Suite 1900, Ft. Lauderdale, FL 33301.

ARTICLE X
INDEMNIFICATION

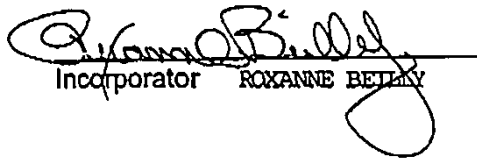
This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

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ARTICLE XI
AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 29th day of August, 1997.


Incorporator ROXANNE BETTY

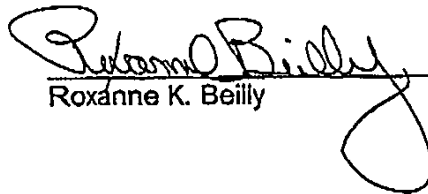
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CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS

ThunderRock Holdings, Inc., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 650 SW 16th Terrace, Pompano Beach, FL 33069 has named Roxanne K. Beilly whose address is 200 East Las Olas Boulevard, Suite 1900, Fort Lauderdale, FL 33301, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.


Roxanne K. Beilly

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA