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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: GEORGE P. MARCHENKO ENTERPRISES, INC.
AUDIT NUMBER.....H97000014587
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF

GEORGE P. MARCHENKO ENTERPRISES, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, Chapter 607 of the Florida Statutes hereby adopts the following articles of incorporation.

ARTICLE ONE
CORPORATE NAME

The name of the corporation shall be:

GEORGE P. MARCHENKO ENTERPRISES, INC.

The principal office is:

11370 TWELVE OAKS WAY
SUITE 211
NORTH PALM BEACH, FL 33408

ARTICLE TWO
DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE
PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR
CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 7500 shares, all of which shall be common shares with a \$1.00 par value.

Prepared by:

A.C. Carbone
1001 W. Cypress Creek Road #403
Fort Lauderdale, Florida 33309
(954) 351-0005

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ARTICLE FIVE
REGISTERED OFFICE

The street address of the initial registered office of the corporation is 11370 TWELVE OAKS WAY SUITE 211, NORTH PALM BEACH, FL 33408 and the name of the initial registered agent as such address is:

GEORGE P. MARCHENKO

ARTICLE SIX
BOARD OF DIRECTORS

The number of members of the board of directors may be changed from time to time as provided in the by-laws of the corporation as adopted by the stockholders; but, in no event, shall the board of directors consist of less than one (1) member(s) at any time.

ARTICLE SEVEN
INITIAL DIRECTORS

The initial board of directors shall consist of (1) one member who shall hold office until the first annual meeting of the corporation and whose name and address is follows:

GEORGE P. MARCHENKO
11370 TWELVE OAKS WAY
SUITE #211
NORTH PALM BEACH, FL 33408

ARTICLE EIGHT
INCORPORATOR

The name and address of each incorporator executing these articles of incorporation is as follows:

GEORGE P. MARCHENKO
11370 TWELVE OAKS WAY
SUITE #211
NORTH PALM BEACH, FL 33408

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CERTIFICATE OF DESIGNATING REGISTERED
AGENT FOR SERVICE OF PROCESS

Pursuant to Chapter 48.091, Florida Statutes, the undersigned hereby designates George P. Marchenko as its registered agent to accept service to process within this State.

By: X. 
GEORGE P. MARCHENKO

The undersigned hereby accepts the foregoing designation as registered agent for service of process within the State of Florida and agrees to comply with the provisions of the law applicable to said designation.

By: X. 
GEORGE P. MARCHENKO

FLORIDA STATE
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DIVISION OF
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ARTICLE NINE
COMMENCEMENT DATE

The corporation shall be deemed to commence its existence upon the date the charter number is assigned to the corporation by the Secretary of State of Florida.

In witness whereof, I have subscribed my name as incorporator of the corporation this twelve day of August 1997.



GEORGE P. MARCHENKO

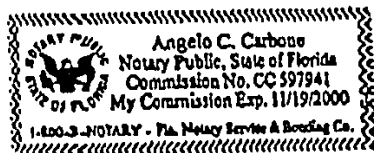
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STATE OF FLORIDA
SECRETARY OF STATE

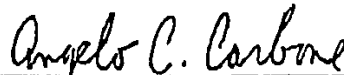
STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

Be it remembered that on this day before me, a notary public duly authorized in the state and county named above to take acknowledgements, personally appeared to be the person described as incorporator in the foregoing articles of incorporation, and she acknowledged before me that she executed said articles of incorporation.

Witness my hand and official seal at Ft. Lauderdale, Florida
This Twelve day of August 1997.

MY COMMISSION EXPIRES:



x 

NOTARY PUBLIC, State of
Florida at large

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