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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

EFFECTIVE DATE

9-8-97

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: FUS, INC.

AUDIT NUMBER.....H97000014909

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

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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ARTICLES OF INCORPORATION  
OF  
FUD, Inc.

ARTICLE I  
NAME

EFFECTIVE DATE  
9-8-91

The name of this corporation is: FUD, Inc.

ARTICLE II  
DURATION

This corporation shall exist on a perpetual basis commencing on the date of the signing of these Articles.

ARTICLE III  
PURPOSE

This corporation is organized for the purpose of engaging in any and all lawful businesses for which a corporation may be incorporated under the Florida General Corporation Act, Chapter 607, Florida Statutes.

ARTICLE IV  
CAPITAL STOCK

This corporation is authorized to issue 100 shares of common stock, said shares having a par value of One Dollar (\$1.00) per share.

ARTICLE V  
CAPITALIZATION

The amount of capital with which the corporation will begin business is not less than Five Hundred (\$500.00) Dollars.

ARTICLE VI  
FURTHER AND OTHER POWERS

The corporation shall have all powers given to it by the laws of the State of Florida, now or hereafter, and any specific power enumerated shall not be construed as a limitation upon the powers of the corporation.

ARTICLE VII  
VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

PREPARED BY:  
CHARLES H. GELMAN, P.A.  
1025 INGRAHAM BUILDING  
25 SE 2ND AVENUE  
MIAMI, FLORIDA 33131  
(305) 579-9100

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ARTICLE VIII  
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial Board of Directors is as follows: Arlene B. Wildenburg Payne, 6371 N.W. 40th Street, Virginia Gardens, Florida 33166.

ARTICLE IX  
INCORPORATOR

The name and address of the person signing these Articles is:

Arlene B. Wildenburg Payne, 6371 N.W. 40th Street, Virginia Gardens, Florida 33166.

ARTICLE X  
INITIAL REGISTERED AGENT

The street address of the initial registered agent is:

6371 N.W. 40th Street, Virginia Gardens, Florida 33166.

ARTICLE XI  
INITIAL OFFICE OF THE CORPORATION

The street address of the initial office of the Corporation is:

6371 N.W. 40th Street, Virginia Gardens, Florida 33166.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 24th day of September, 1997.

*Arlene B. Wildenburg Payne*  
Arlene B. Wildenburg Payne

STATE OF FLORIDA)

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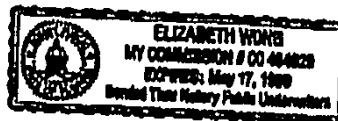
COUNTY OF DADE )

I HEREBY CERTIFY that before me, personally appeared, Arlene B. Wildenburg Payne, to me known to be the person described in and who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed the same.

WITNESS my hand and official seal in the State of Florida, County of Dade, on this 24th day of September, 1997.

My commission expires:

*Elizabeth Wong*  
Notary Public



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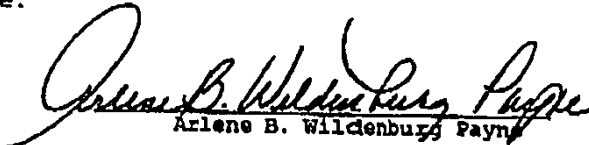
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted  
in compliance with said Act:

First-----That IUD, Inc., desiring to organize under the laws of the State  
of Florida with its principal office, as indicated in the Articles of  
Incorporation at City of Virginia Gardens, County of Dade, State of Florida, has  
named Arlene B. Wildenberg Payne, located at 6371 N.W. 40th Street, Virginia  
Gardens as its agent to accept service of process within this State.

ACKNOWLEDGMENT

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.

  
Arlene B. Wildenberg Payne

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