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TO: DIVISION OF CORPORATIONS

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CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 0724TRAPER

FAX #: (305)541-3770

NAME: EQUUS, INC.

AUDIT NUMBER.....H97000015905

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

CERT. OF STATUS..0

PAGES..... 9

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FLORIDA DIVISION OF CORPORATION

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**ARTICLES OF INCORPORATION
OF
EQUUS, INC.**

I, the undersigned, hereby subscribe to, acknowledge and file the following Articles of Incorporation, for the purpose of creating a corporation under the Laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is: **EQUUS, INC.**, a Florida corporation.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which a corporation may be incorporated under Chapter 607 Florida Statutes.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 100 shares of no par value common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at the just valuation to be fixed by the Board of Directors.

ARTICLE IV - VOTING

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, with one vote to be cast per share.

ARTICLE V - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

PREPARED BY:

Nancy Termello, Esq.
2700 S.W. 37th Avenue
Miami, FL 33133
Tel: (305) 444-8002
Florida Bar No. 887744

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VI - STATUS

This corporation elects Sub-Chapter "S" status according to applicable State and Federal Laws and will file a Form 2853 with the Internal Revenue Service.

ARTICLE VII - TERMS

This corporation shall commence at the time of filing of these articles and shall have perpetual existence.

ARTICLE VIII - 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 holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE IX - PRINCIPAL OFFICE AND RESIDENT AGENT

The address of the principal office and the initial street address, in this state, of this Corporation is 929 Washington Avenue, Miami Beach, FL 33139, and the name and address of the initial registered agent of this corporation is:

**LOUIS J. TERMINELLO, ESQ.
CHADROFF, TERMINELLO & TERMINELLO
2700 S.W. 37th Avenue
Miami, FL 33133**

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ARTICLE X - INITIAL BOARD OF DIRECTORS AND INCORPORATORS

The name and street address of the person signing these articles as incorporator is:

NAME

ADDRESS

LOUIS J. TERMINELLO, ESQ.

**2700 S.W. 37th Avenue
Miami, Florida 33133**

ARTICLE XI - INITIAL OFFICERS

The names and post office address of the first officers and directors of this corporation, all of whom shall constitute the first Board of Directors, who shall hold office for the first year of its existence or until their successors are elected and qualified, are as follows:

PRESIDENT/SECRETARY/DIRECTOR:

**MARLA KACHIN
929 Washington Avenue
Miami Beach, FL 33139**

All of the said Directors and Officers are of full age and both are citizens of the United States.

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ARTICLE XX - INDEMNIFICATION

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the corporation (whether or not he is a Director or Officer of the corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

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ARTICLE XIII - DISCLOSURE

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in no way be affected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof. Any director of this corporation who is also a director or officer of such corporation, who it is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation.

ARTICLE XIV - BY-LAWS

The Board of Directors of this corporation may provide such By-Laws for the conduct of the business of the corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. Upon notice properly given, the By-Laws may be amended, altered or rescinded by majority vote of the shareholders present at any regular or special meeting called for that purpose, subject to any limitations set forth in the laws of Florida concerning corporate action that must be authorized or approved by members of the corporation.

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ARTICLE XV - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of incorporation be made.

IN WITNESS WHEREOF, the undersigned subscriber has made, executed, subscribed and acknowledged these Articles of Incorporation on the 24th day of September, 1997, for the purpose of forming this, a Sub-Chapter "S" corporation under the laws of the State of Florida.

Name: Louis J. Terminello, Esq.
Address: CHADROFF, TERMINELLO & TERMINELLO
2700 S.W. 37th Avenue
Miami, FL 33133



LOUIS J. TERMINELLO

STATE OF FLORIDA)
COUNTY OF DADE)

PERSONALLY APPEARED BEFORE ME, and personally known to me, the undersigned authority, duly authorized to administer oaths and take acknowledgments, LOUIS J. TERMINELLO, to me known to be the Incorporator described in the foregoing Articles of Incorporation, and he acknowledged the same and after being first duly sworn, upon his oath, deposes and says that it is intended in good faith to carry out the purposes and objects set forth therein.



LOUIS J. TERMINELLO

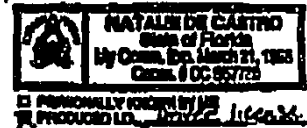
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SWORN TO AND SUBSCRIBED BEFORE ME this 24 day of September, 1997

Natalie De Castro.
NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:



STATE OF FLORIDA
DEPARTMENT OF THE SECRETARY OF STATE

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

Louis J. Terminello, Esq.
CHADROFF, TERMINELLO & TERMINELLO
2700 S.W. 37th Avenue
Miami, FL 33133

The following is submitted, in compliance
with Chapter 48.091, Florida Statutes:

FIRST THAT EQUUS, INC., desiring to organize or qualify under the Laws of the State of Florida, with its principal place of business at the County of Dade, State of Florida, has named LOUIS J. TERMINELLO, located at CHADROFF, TERMINELLO & TERMINELLO, 2700 S.W. 37th Avenue, Miami, FL 33133, County of Dade, State of Florida, as its agent to accept service of process within Florida.

DATED 24 day of September, 1997.

LO
LOUIS J. TERMINELLO

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ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE IX OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THESE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES.

DATED this 24th day of September, 1997.



LOUIS J. TERMINELLO
Registered Agent

STATE OF FLORIDA)
COUNTY OF DADE)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

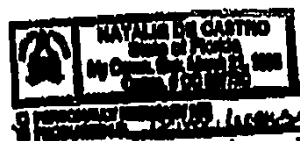
I HEREBY CERTIFY that on this 24th day of September, 1997, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, **LOUIS J. TERMINELLO**, acknowledged to and before me that he signed and executed the foregoing instrument as Incorporator of the Articles of Incorporation of **EQUUS, INC.**, for the uses and purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at Miami, Florida, the day and year last above written.



NOTARY PUBLIC, State of Florida
at Large
My Commission Expires:

date\folks\articles



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