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DANIEL S. CARUSI

September 23, 1997

VIA FEDERAL EXPRESS

THE SECRETARY OF STATE
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32399

RE: **AFRAM INTERNATIONAL, INC.**
A proposed Florida corporation

Dear Sir:

Enclosed is the original and one (1) copy of the Articles of Incorporation for: AFRAM INTERNATIONAL, INC.

Also enclosed is the original and one (1) copy of the Certificate Designating Resident Agent for said corporation.

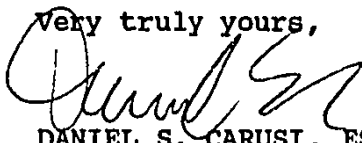
Please find enclosed our check payable to THE SECRETARY OF STATE in the amount of \$122.50, for filing fees.

Please return the certified copy of the Articles of Incorporation to the above address. Enclosed is a stamped return envelope for your convenience.

Thank you for your prompt attention.

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Very truly yours,


DANIEL S. CARUSI, ESQ.

DSC/cl

Enclosures



FILED
97 SEP 24 PM 4:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

AFRAM INTERNATIONAL, INC.

FILED

97 SEP 24 PM 4:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby subscribes to these Articles of Incorporation for any legal purpose permitted under the laws of the State of Florida and of the United States of America.

ARTICLE I

The name of the Corporation is: AFRAM INTERNATIONAL, INC.

ARTICLE II

NATURE OF BUSINESS

Any and all legal purpose permitted under the laws of the State of Florida and of the United States of America.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock with a nominal or par value that this corporation is authorized to have outstanding at anytime, together with the distinguishing characters of each, into which same are divided, and the par value of shares of stock, other than shares which have no par value or nominal value as follows: FIVE HUNDRED (500) One Dollar (\$1.00) par value shares and each share having equal rights, privileges and voting power.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V

PRINCIPAL PLACE OF BUSINESS

The initial principal office of this corporation is to be located at:

8390 West Flagler Street, Suite 209
Miami, FL 33144

ARTICLE VI

DIRECTORS

The number of directors of this corporation shall be one (1) initially, but may be increased according to the by-laws adopted by the shareholders.

ARTICLE VII

INITIAL DIRECTORS

The name and address of the first Board of Directors who, subject to the provisions of these Articles of Incorporation, the by-laws of the State of Florida, shall hold office for the first year of this corporation's existence or until his successors are elected and have qualified, are as follows:

Amedeo Guazzini - President, Secretary/
8390 West Flagler Street, Treasurer/Director
Suite 209
Miami, FL 33144

ARTICLE VIII

AMENDMENTS

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 a stockholder's 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 to these Articles of Incorporation be made.

ARTICLE IX

INCORPORATORS

The name and address of the Incorporator of the corporation is:

Daniel S. Carusi, Esq.
517 SW First Avenue
Ft. Lauderdale, FL 33301

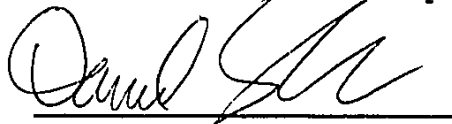
ARTICLE X

RESIDENT AGENT

The Resident Agent upon whom service of process is to be made is:

Daniel S. Carusi, Esq.
517 SW First Avenue
Ft. Lauderdale, FL 33301

IN WITNESS WHEREOF, the undersigned Incorporator has made and executed these Articles of Incorporation at 517 Southwest First Avenue, Ft. Lauderdale, Florida 33301 for the use and purpose aforesaid.



DANIEL S. CARUSI,
Incorporator

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

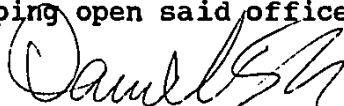
First that: AFRAM INTERNATIONAL, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, has named:

DANIEL S. CARUSI, ESQ.
517 SW First Avenue
Ft. Lauderdale, FL 33301

County of Broward, State of Florida, as its agent to accept service of process within the State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


DANIEL S. CARUSI, ESQ.
Resident Agent

DATED this 23rd day of September, 1997.