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To: Division of Incorporation
From: Patrick E. Salmon
CANEBRIDGE INTERNATIONAL
Date: 10/21/97
Reference: MAILING ADDRESS

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To whom it may concern,

For the first correspondence letter, would you please mail it back to the Vice President address which is 1089 NW 47 Terrace Miami, FL 33142 attention Patrick E. Salmon. All other correspondence after November 15th should be mailed to the primary address which is 1740 NE 140 ST North Miami, FL 33181.

Thank you in advance for your time regarding this matter.

Patrick E. Salmon



President.

CANEBRIDGE INTERNATIONAL INC.

FILED
97 NOV -3 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11/5/97

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97 NOV -3 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE OF INCORPORATION
OF

CANEBRIDGE INTERNATIONAL, INC.

We, the undersigned subscribers to these Article of Incorporation, natural persons competent to contract, do hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE - I

The name of this corporation shall be CANEBRIDGE INTERNATIONAL, INC.

ARTICLE - II

The general character of the business to be transacted by this corporation is:

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

To develop import-export operations for international trade of goods or services; to purchase for resale and goods or services; manufacture or participate in the manufacture of goods; to buy, sell, trade, barter, or otherwise quire and resell goods and services.

To establish retail and/or wholesale distribution operation throughout direct retail sale, mail order, franchise or any other form of retail or wholesale market operation.

To secure, buy, sell, or otherwise acquire licenses for import or export of goods or services or to represent or serve as an agent for the import or export of goods or services.

To contract debts and borrow money, issue and sell pledge bonds, debentures, notes, and other evidence of indebtedness, and execute such mortgages, transfers or corporate property, or other instruments to secure the payment of indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose, of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state of government, and whole owner of such stock to exercise all the rights, powers and privileges of ownership, including, including the right to vote such stock.

ARTICLE -III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is Five Thousand (5000.00) shares of common stocks, each share having no par value. Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the directors or stockholders of this corporation at any regular or special meeting.

The corporation may purchase its own shares of capital stock out of unreserved and unrestricted earned surplus available thereto and as otherwise provided by law, or as elsewhere stated in the bylaws. None of the holders of any stock of the corporation now or hereafter authorized shall have pre-emptive rights with respect to such stock. The corporation shall have first of refusal on stock of any withdrawing shareholder.

ARTICLE IV

The minimum amount of the capital with which this corporation shall begin business is Five Hundred Dollar (500.00)

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The principal place of business of the corporation shall be 1740 North East 140 Street North Miami, Florida 33181.

ARTICLE VII

The names and address of the officers of this corporation, who, subject to the provision of the Article of Incorporation, and bylaws of this corporation, and the laws of Florida, shall hold office for the first year of the corporation's existence, or until successors are elected and have qualified are as follows:

NAME	POSITION	ADDRESS
Patrick E. Salmon	President	1740 North East 140 Street. North Miami, Florida 33181
Leroy Mignott	Vice-President	1809 North West 47 Terrace Miami, Florida 33142
Beverly Cargill	Secretary/Treasure	1809 North West 47 Terrace Miami, Florida 33142

This corporation shall not have more than five (5) directors who shall be responsible for managing the affairs of the corporation. This initial directors who have been duly qualified and elected in accordance with the corporation's bylaws shall be those persons listed above in Article VII. The directors will be elected at the annual meeting of the corporation.

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than 35 persons. Stock will be issued and transferred only to (I) natural persons, (II) estates, or (III) a trust defined in section 1361 (c)(2) (or its successor section) of the Internal Revenue Code. In addition, no stock shall be issued to a nonresidential alien.

These Articles of Incorporation may be amended in the manner provided in the by-laws of this Corporation.

STATE OF FLORIDA
COUNTY OF Broward

THE FOREGOING INSTRUMENT was acknowledged before me this 8th day of July, 1997, by LEROY MIGNOTT, who is personally known to me or has produced M253-652-D-05-0 as identification and who did/did not take an oath.

WITNESS my hand and official seal in the State and County last aforesaid, this 8th day of July, 1997.



M. White.
Signature

Marguerite White
(PRINT NAME)
NOTARY PUBLIC
MY COMMISSION EXPIRES:

REGISTERED AGENT CERTIFICATE

STATE OF FLORIDA
COUNTY OF Broward

Before me personally appeared PATRICK SALMON, to me known to be the individual described in this Registered Agent Certificate and acknowledges before me that he is the Registered Agent for CANEBRIDGE INTERNATIONAL, INC., said Registered Agent's Office being 2000 North Meridian Road, Ste. 168, Tallahassee, Florida 32303.

Patrick Salmon
PATRICK SALMON

Witness my hand and official seal in the County and State named above, this 8th day of July, 1997.



M. White.
Signature (Notary)

Marguerite White
(PRINT NAME)
NOTARY PUBLIC
MY COMMISSION EXPIRES:

THIS INSTRUMENT PREPARED BY:
Harold M. Knowles, Esq.
KNOWLES & RANDOLPH, P.A.
528 East Park Avenue
Tallahassee, Florida 32301
(904) 222-3768

FILED
97 NOV -3 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS THEREOF, We, the undersigned, being the original subscribers to the capital stock hereinbefore named, have hereunto set our hands and seals, this 8th day of July, 1997, for the purpose of forming this corporation to do business both within and without the State of Florida, and pursuant to the Corporation Law of the State of Florida, do make and file in the Office of the Secretary of State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

Patrick E. Salmon
PATRICK E. SALMON

Beverly Cargill
BEVERLY CARGILL

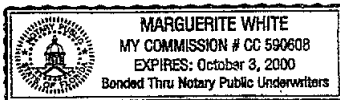
Leroy Mignott
LEROY MIGNOTT

FILED
JUL 10 3 12 PM '97
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

STATE OF FLORIDA
COUNTY OF Broward

THE FOREGOING INSTRUMENT was acknowledged before me this 8th day of July, 1997, by PATRICK SALMON, who is personally known to me by has produced FL DC S455-665-69-147-0 as identification and who did/did not take an oath

WITNESS my hand and official seal in the State and County last aforesaid, this 8th day of July, 1997.



M. White
Signature

Marguerite White
(PRINT NAME)
NOTARY PUBLIC
MY COMMISSION EXPIRES:

STATE OF FLORIDA
COUNTY OF Broward

THE FOREGOING INSTRUMENT was acknowledged before me this 8th day of July, 1997, by BEVERLY CARGILL, who is personally known to me or has produced FL DC B 624-065-53-506-0 as identification and who did/did not take an oath.

WITNESS my hand and official seal in the State and County last aforesaid, this 8th day of July, 1997.

M. White
Signature

Marguerite White
(PRINT NAME)
NOTARY PUBLIC
MY COMMISSION EXPIRES: