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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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ACCT#: 072450003255

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NAME: THE MARSHALL PLAN, INC.

AUDIT NUMBER.....H97000018466

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

CERT. OF STATUS..0

PAGES.....4

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE MARSHALL PLAN, INC.

ARTICLE I
NAME

The name of this corporation is: THE MARSHALL PLAN, 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 S.E. 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: Nancy Marshall, 7009D S.W. 115th Place, Miami, Florida 33173.

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles is:
Nancy Marshall, 7009D S.W. 115th Place, Miami, Florida 33173.


ARTICLE X
INITIAL REGISTERED AGENT

The street address of the initial registered agent is:
7009D S.W. 115th Place, Miami, Florida 33173.

ARTICLE XI
INITIAL OFFICE OF THE CORPORATION

The street address of the initial office of the Corporation is:
7009D S.W. 115th Place, Miami, Florida 33173.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 5th day of November 1997.


Nancy Marshall

STATE OF FLORIDA)

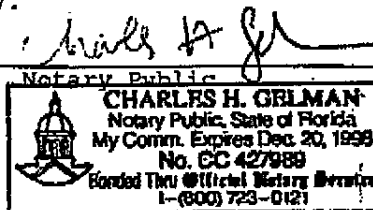
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COUNTY OF DADE)

I HEREBY CERTIFY that before me, personally appeared, Nancy Marshall, to me known to be the person described in and who executed the foregoing Articles of Incorporation and he/she acknowledged before me that he/she executed the same.

WITNESS my hand and official seal in the State of Florida, County of Dade, on this 5th day of November 1997.

My commission expires:



PREPARED BY:
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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 The Marshall Plan, 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 Miami, County of Dade, State of Florida, has named
Nancy Marshall, located at 7009D S.W. 115th Place, Miami, Florida 33173 as its
agent to accept service of process within this State.

ACKNOWLEDGEMENT

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.



Nancy Marshall

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TALLAHASSEE, FLORIDA

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