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OF COUNSEL
ALEX SOLOMIANY, ESQ.
JENNIFER CHARAK, ESQ.

November 11, 1997

Department of State
Divisions of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: JESSICA MASSA, INC.
Our Client File No: 5388

Dear Sir or Madam:

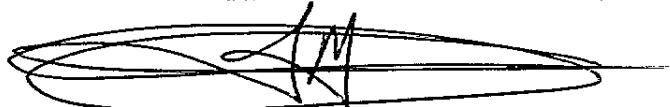
Enclosed please find the following documents in connection with the following of the above-referenced Corporation:

1. Original and copy of Articles of Incorporation of JESSICA MASSA, INC.
2. Certificate of Designation of Registered Agent and Registered Office.
3. Check No. _____ In the amount of Seventy Eight dollars and Seventy Five Cents (\$78.75) representing the filing fees.

Please file these accordingly, and return a stamped copy of these documents to our office in the Federal Express stamped envelope provided. Thank you for your prompt attention to this matter.

Cordially,

MICHAEL FELDENKRAIS, P.A.



MICHAEL FELDENKRAIS, ESQ.

MF/gg
FILE 5388

FILED
97 NOV 21 AM 8:49
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

RB
11-25-97

ARTICLES OF INCORPORATION
OF
JESSICA MASSA, INC.

FILED
97 NOV 21 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I
NAME

The name of the corporation shall be:

JESSICA MASSA, INC.

The address of the principal office of this corporation shall be: 6538 Collins Avenue Suite 401, Miami Beach, Florida 33141, and the mailing address of the corporation shall be 12000 Biscayne Boulevard Suite 220, North Miami, Florida 33181.

ARTICLE II
NATURE OF BUSINESS

This corporation may engage or transact in 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.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLES IV
REGISTERED AGENT

The street of the initial registered office of the corporation shall be 12000 Biscayne Blvd., Suite 220, North Miami, Florida 33181, and the name of the initial registered agent of the corporation at that address is Michael Feldenkrais.

ARTICLE V
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI
INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

JESSICA MASSA
6620 Indian Creek Drive Apt. 201
Miami, Florida 33141

IN WITNESS WHEREOF, The undersigned to these articles of Incorporation has hereunto set their hand and seal on this 11th day of November, 1997.


Its Incorporator, JESSICA MASSA

ASSIGNMENT BY THE SOLE INCORPORATOR

OF THE ARTICLES OF INCORPORATION OF

JESSICA MASSA, INC.

Jessica Massa sole Incorporator, for value received hereby assigns any and all rights it may have as such incorporator of the following:

Dated: November 11, 1997

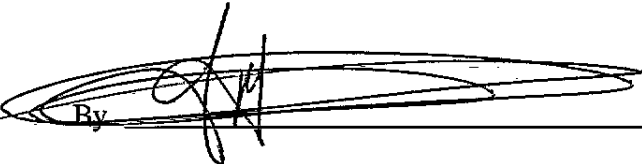
JESSICA MASSA

BY: Jessica Massa
It's, Incorporator, JESSICA MASSA

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

MICHAEL FELDENKRAIS, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent, in the above and foregoing Articles of Incorporation of:

JESSICA MASSA, INC., is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By 

MICHAEL FELDENKRAIS

97 NOV 21 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED