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RICHARD W. WASSERMAN

420 LINCOLN ROAD • MIAMI BEACH, FLORIDA 33139
TELEPHONE 532-3431 • FAX 532-6848

December 30, 1997

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

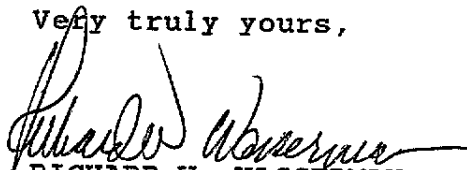
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*****70.00 *****70.00

Dear Sir/Madam:

Enclosed herein please find a check in the amount of \$70.00 representing payment for the filing of Articles of Incorporation of TODD JAMES, INC., a Florida Corporation.

Thank you for your attentions herein.

Very truly yours,


RICHARD W. WASSERMAN

RWW:sa
Encls.

FILED
98 JAN -2 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
TODD JAMES, INC.

FILED
98 JAN -2 AM 10: 07
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 :

TODD JAMES, INC.

The address of the principal office of this corporation
shall be 744 Lenox Avenue, Suite #1, Miami Beach, Florida
33139, and the mailing address of the corporation shall be
the same.

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 \$5.00 par value per

share.

ARTICLE IV REGISTERED AGENT

The street address of the initial registered office of the corporation shall be Suite #256, 420 Lincoln Road, Miami Beach, Florida 33139, and the name of the initial registered agent of the corporation at that address is RICHARD W.

WASSERMAN, ESQ.

ARTICLE V TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one (2) Directors initially. The names and addresses of the initial members of the Board of Directors are:

TODD STOLFA

744 Lenox Avenue, Suite #1
Miami Beach, FL 33139

JAMES TRACEY

744 Lenox Avenue, Suite #1
Miami Beach, FL 33139

ARTICLE VII OFFICERS

The names and addresses of the initial officers of the

corporation who shall hold office for the first year of the corporation, or until their successors are elected or

appointed are:

TODD STOLFA
President/Director

744 Lenox Avenue, Suite #1
Miami Beach, FL 33139

JAMES TRACEY
Secretary/Treasurer
Director

744 Lenox Avenue, Suite #1
Miami Beach, FL 33139

ARTICLE VIII INCORPORATOR

The name and street address of the incorporator to these

Articles of Incorporation:

RICHARD W. WASSERMAN, ESQ.
SUITE #256
420 LINCOLN ROAD
MIAMI BEACH, FLORIDA 33139

IN WITNESS WHEREOF, the undersigned has hereunto
set his hand and seal this 30th day of December, 1997.


RICHARD W. WASSERMAN, ESQ.

CERTIFICATE OF
REGISTERED AGENT / REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: TODD JAMES, INC.
2. The name and address of the registered agent and office are:

Richard W. Wasserman, Esq.
420 Lincoln Road #256
Miami Beach, FL 33139

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Richard W. Wasserman, Esq.

12-30-97

Date

98 JAN -2 AM 10: 07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED