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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (904)385-6735
(904)561-1025

FAX #:

NAME: INDEPENDENCE INTERNATIONAL ENTERPRISES, INC. AUDIT
NUMBER.....H98000000394 DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS...0 PAGES..... 3 CERT. COPIES.....0
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**ARTICLES OF INCORPORATION
OF
INDEPENDENCE INTERNATIONAL ENTERPRISES, INC.**

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ARTICLE I - NAME

The name of the Corporation is Independence International Enterprises, Inc.

ARTICLE II - DURATION

The date when the Corporation's existence shall begin shall be the date of subscription and acknowledgment stated herein if this Certificate or Articles of Incorporation are filed within five (5) days, exclusive of legal holidays, after subscription and acknowledgment hereof, and are subsequently approved by the Secretary of State, and all filing fees and taxes paid; otherwise, it shall be the date when the Articles of Incorporation are filed in the Office of the Secretary of State and approved. The Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1000 shares of \$1.00 Par Value Common Stock.

ARTICLE V - PREEMPTIVE RIGHTS

After the initial issue of common stock of this Corporation, every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share of stock of this Corporation (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial office of this Corporation is 6679 Segovia Circle, West, Ft. Lauderdale, Florida 33331 and the name of the initial Registered Agent of this Corporation is Ramon Fernandez.

ARTICLE VII - PRINCIPAL PLACE OF BUSINESS AND/OR MAILING ADDRESS

The street address of the principal place of this corporation is 6679 Segovia Circle, West, Ft. Lauderdale, Florida 33331.

Prepared by Rick L. Murphy
P.O. BOX 8341, Coral Springs, Fl. 33075, 305-344-8853-Bar #0559164

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ARTICLE VIII - FIRST BOARD OF DIRECTORS

This Corporation's First Board of Directors shall consist of two (2) Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than two (2).

The names and address of the Board of Directors of this Corporation are:

1. Ramon Fernandez - 6679 Segovia Circle, West, Ft. Lauderdale, Florida 33331.
2. Cathy Fernandez - 6679 Segovia Circle, West, Ft. Lauderdale, Florida 33331.

ARTICLE IX - INCORPORATOR

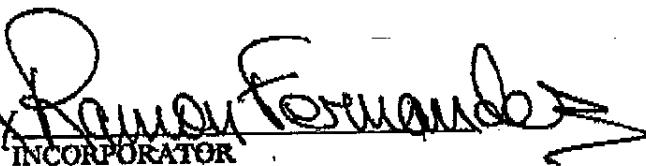
The name and address of the person signing these Articles of Incorporation is:

Ramon Fernandez
6679 Segovia Circle, West,
Ft. Lauderdale, Florida 33331.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 7th day of January, 1998.


INCORPORATOR

FL. Lic. FCS 720, 58 043 0

STATE OF FLORIDA
COUNTY OF BROWARD:

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State of Florida and County set forth above, personally appeared, Ramon Fernandez, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

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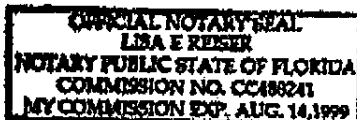
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IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid this 7th day of January, 1998.

Liia E. Reiser

Notary Public State of Florida

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Independence International Enterprises, Inc., at the place designated in the Articles of Incorporation, Ramon Fernandez, agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Date: 1/07/98

Ramon Fernandez
Registered Agent
Fl. Lic. F666 720 SR Act 0

STATE OF FLORIDA :
COUNTY OF BROWARD :

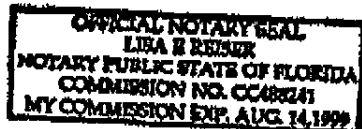
BEFORE ME, a Notary Public, authorized to take acknowledgments in the State of Florida and County set forth above, personally appeared, Ramon Fernandez, known to me to be the person who accepted his designation as Registered Agent of the aforesaid corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 7th day of January, 1998.

Liia E. Reiser

Notary Public State of Florida

My Commission Expires:



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