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1/29/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
PHONE: (305) 358-2571

ACCT#: 070744001530

FAX #: (305) 358-7832

NAME: INCRED, INC.

AUDIT NUMBER.....H98000001944

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

CERT. OF STATUS..0

PAGES..... 1

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ARTICLES OF INCORPORATION

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Article 1: Name of Corporation INCRED, INC.
Address of Corporation 18400 NORTHWEST 2nd AVENUE Suite 4
MIAMI, FLORIDA 33169

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 100, with a par value of \$1.00. (PAR VALUE IS NOT REQUIRED).

Article 3: REGISTERED AGENT: EMMANUEL BASTIEN
and
REGISTERED OFFICE: 17311 NORTHEAST 2nd AVENUE
MIAMI, FLORIDA 33162

I am familiar with and hereby accept the duties and responsibilities as Registered Agent for said corporation.


Signature of Registered Agent 1/28/98.
Date

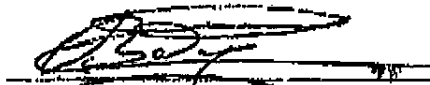
Article 4: The BOARD of DIRECTORS are: (Board of Directors is NOT REQUIRED)
First listed is President. Second is Vice-President. Then, Sec/Treasurer.

1. <u>EMMANUEL BASTIEN</u>	2. <u>MARIO D' HAITI</u>
<u>17311 NORTHEAST 2nd AVENUE</u>	<u>11008 ROYAL PALM BOULEVARD</u>
<u>MIAMI, FLORIDA 33162</u>	<u>CORAL SPRINGS, FLORIDA 33065</u>

Article 5: The Name and Address of the INCORPORATOR is:

EMMANUEL BASTIEN
17311 NORTHEAST 2nd AVENUE
MIAMI, FLORIDA 33162

In witness whereof, I have subscribed my name


Signature of Incorporator

EMMANUEL BASTIEN

Prepared by:
Ace Industries, Inc.
54 NW 11th Street
Miami, FL 33136
(305) 358-2571

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