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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: FLORIDA PLANT WORKDS, INC.

AUDIT NUMBER..... H98000003149

DOC TYPE FLORIDA PROFIT CORPORATION OR P.A.

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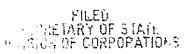
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ARTICLES OF INCORPORATION

OF

Florida Plant Works, Inc.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: Florida Plant Works, Inc.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business and mailing address of this corporation shall be: 2000 Towerside Terrace, Tower 2 Unit 1001, N. Miami, Florida 33138.

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

RAY STORMONT
EMPIRE CORPORATE KIT COMPANY
1492 West Flagler Street #200
Miami, Florida 33135
(305) 541-3694

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute S607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, , hold, vote use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of itsobligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix compensation.

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any and all lawful business which the board of directors shall be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter,incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statue S607.014;

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 1,000 having an individual par value of \$ 0.10.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be: Sanford A. Freedman, 11900 Biscayne Bivd., Suite 616, North Miami, Florida 33181.

ARTICLE VII

The initial board of Directors shall consist of a total of 3 persons and the name and address of the persons who are to serve as initial directors are:

Yale Ladenheim President 2000 Towerside Terrace

Tower 2 Unit 1001

N. Miami, Florida 33139

Barbara Ladenheim Vice-President

2000 Towerside Terrace

Tower 2 Unit 1001 N. Miami, Florida 33139

Blake E. Ladenheim Secretary

2000 Towerside Terrace Tower 2 Unit 1001

N. Miami, Florida 33139

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ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

EMPIRE CORPORATE KIT OF AMERICA, INC. 1492 W. FLAGLER ST #200 MIAMI, FL 33135

The undersigned has executed these Articles of Incorporation this 16th day of February ______,19 98 __.

Vincorporator
Ray Stormont/President
Signing for

Empire Corporate Kit of America, Inc.

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, 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.

FLORIDA PLANT WORKS-INC.
First that FLORIDA PLANT WORKS, INC. (Name of Corporation)
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desiring to organize under the laws of the desiring (Florida)
with its principal office, as indicated in the articles of
incorporation has named SANFORD A.FREEDMAN (Name of Registered Agent)
incorporation has named (Name of Registered Agent)
located at 11900 BISCAYNE BLVD. SUITE 616 NORTH MIAMT FT. 33181
TOCATED AT 11300 DESCRIPTION
City of NORTH MIAMI County of DADE (County)
City of NORTH MIAMI (County)
State of Florida, as its agent to accept service of process within this sate.
HAVING BEEN MAMED 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 AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY

SIGNATURE Registered Agent

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