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LAW OFFICES

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* OF COUNSEL

March 18, 1998

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****122.50 ****122.50

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Request to file Articles of Incorporation Of Versatile, Inc.

Gentlemen:

I am enclosing an original and a copy of the Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$122.50 is enclosed which represents the filing fee as well as the fee for a certified copy.

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Furthermore, I have enclosed a self-addressed, stamped envelope for your convenience.

Thank you for your attention to this matter.

Sincerely,

BLACK AND BLACK, P.A.

Robert J. Black / KK

Robert J. Black
For the Firm

RJB:kl
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 20 PM 12:17

D. BROWN MAR 23 1998

ARTICLES OF INCORPORATION
OF
VERSATILE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 20 PM 12:17

The undersigned incorporator subscribes to these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is: VERSATILE, INC.

ARTICLE II - TERM OF EXISTENCE

This corporation is to exist perpetually and shall commence on the date these Articles are filed.

ARTICLE III - NATURE OF BUSINESS

The general purposes for which the corporation are organized are:

1. To operate a business offering entertainment and maintenance.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCK

The capital stock of this corporation shall be One Thousand (1,000) shares of the par value of One Dollar (\$1.00) per share, making the total One Thousand Dollars (\$1,000.00).

ARTICLE V - ADDRESS

The street address of the initial principal office of the corporation is: 19635 S.W. 99th Court, Miami, Florida 33157 and the name of its initial Registered Agent and his address are: DWAYNE MENDENHALL, 19635 S.W. 99th Court, Miami, Florida 33157.

ARTICLES VI - DIRECTORS

This corporation shall have a Board of Directors consisting of one (1) member initially, and all of the corporate powers shall be exercised and the business affairs of the corporation shall be managed under the direction of the Board of Directors. The number of directors may be either increased or diminished from time to time in the manner provided in the Bylaws, but shall never be less than One. The name and address of the initial members of the Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
DWAYNE MENDENHALL	19635 S.W. 99 th Court Miami, Florida 33157

ARTICLE VII - INCORPORATORS

The name and the post office address of the incorporator of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
DWAYNE MENDENHALL	19635 S.W. 99 th Court Miami, Florida 33157

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a Stockholders meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, these Articles have been subscribed on this, the 12 day of
March, 1998.

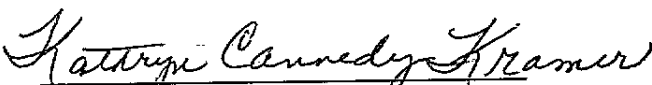

DWAYNE MENDENHALL -
INCORPORATOR

STATE OF FLORIDA

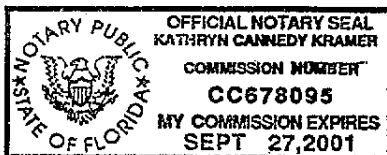
COUNTY OF DADE

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly appointed in the
State and County named above to take acknowledgments, personally appeared, DWAYNE
MENDENHALL, to me known to be the person described as incorporator in and who executed the
foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles
of Incorporation.

WITNESS, my hand and official seal in the County and State named above, this 12 day
of March, 1998.


NOTARY PUBLIC, State of Florida


My Commission Expires:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 20 PM 12:17

ACKNOWLEDGMENT:

HAVING BEEN NAMED TO ACCEPT THE SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
ACCEPT TO ACT IN THE CAPACITY, AND AGREE TO COMPLY WITH THE PROVISIONS
OF SAID ACT RELATIVE TO KEEPING SAID OFFICE OPEN.

By: 
DWAYNE MENDENHALL-
REGISTERED AGENT