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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: CELLUMAC, INC.

AUDIT NUMBER.....H98000006127

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

CERT. OF STATUS..0

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. McKnight MAR 31 1998

ARTICLES OF INCORPORATION
OF
CELLUMAC, INC.

H98000006127

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.

SECRETARY OF STATE
MIAMI AMASSIEE FLORIDA

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ARTICLE I

The name of the corporation shall be:

Cellumac, 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 general nature of the business and objects and purpose 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.

(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, domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentally thereof;

Prepared by:
Ian R. Law
3550 Biscayne Blvd #601
Miami, FL 33137 (305) 576-9992

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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 its obligations 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 their compensation;

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

To transact any lawful business which the Board of Directors shall find will 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 its Directors, Officers, and Employees or 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 Statute §607.014;

Article IV

The aggregate number of shares which this corporation shall have authority to issue is the sum of 1,000,000 shares, having an individual par value of 10 (ten) cents.

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

Article V

The street address of the initial registered office and the name of the initial Registered Agent of this corporation shall be:

Mario E. Calvera
3453 SW 23 Terrace
Miami,
FL 33145

Article VI

The initial Board of Directors shall consist of a total of one person and the name and address of the person who is to serve as initial director is:

Mario E. Calvera
3453 SW 23 Terrace
Miami,
FL 33145

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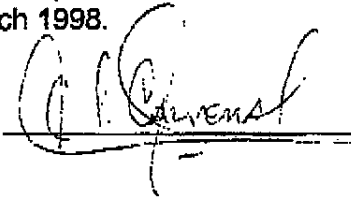
Article V11

The address of the principal office of this corporation is ;
3453 SW 23 Terrace
Miami,
FL 33145

Article V111

The name and address of the incorporator executing these Articles of Incorporation is:
Mario E. Calvera
3453 SW 23 Terrace
Miami,
FL 33145

In witness whereof, the undersigned incorporator has executed these articles of
of incorporation this tenth day of March 1998.

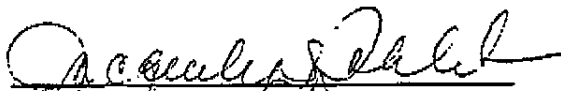


STATE OF FLORIDA

COUNTY OF MIAMI-DADE

Before me, a notary public authorized to take acknowledgements in the State and
County set fourth above, personally appeared Mario E. Calvera known to me, and known
by me to be the person who executed the foregoing articles of incorporation, and
he acknowledged before me that he executed these articles of incorporation.

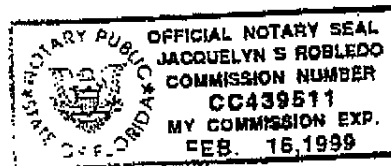
In witness whereof, I have hereunto set my hand and affixed my official seal in the
State and County aforesaid, this tenth day of March, 1998.



Notary Public, State of Florida
At Large

*Fla. License
produced*

My commission expires:



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CELLUMAC,INC.

In persuance of Chapter 607.34 florida Statutes,the following
is submitted,in compliance with said Act:

First that CELLUMAC,Inc
desiring to organize under the laws of the State of Florida with its principal office,
as indicated in the Articles of incorporation at the City of Miami,County of Miami-Dade,
State of Florida has named Mario E. Calvera,located at 3453 SW 23rd Terrace,City
of Miami,County of Miami-Dade,state of Florida,as its agent to accept service
of process within this State

Acknowledgement;

Having been named to accept service of process for the above stated
corporation,at place designated in this certificate. I hereby accept
to act in this capacity,and agree to comply with the provision of said Act
relative to keeping open said office

By: 
Registered Agent

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TALLAHASSEE FLORIDA

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