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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

4/07/98

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
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TO: DIVISION OF CORPORATIONS  
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FAX #: (850)922-4001

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FAX #: (305)358-7832

NAME: RAFALOVICH RESOURCES CO.  
AUDIT NUMBER.....H98000006625  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
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**ARTICLES OF INCORPORATION OF  
RAFALOVICH RESOURCES CO.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE 1  
NAME**

The name of this Corporation is Rafalovich Resources Co.

**ARTICLE 2  
PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be organized under the laws of the United States and the Florida General Corporation Act, except a commercial banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building and loan association, mutual fire and insurance association, cooperative association, fraternal benefit society, state fair or exposition, unless prior regulatory approval is obtained, and to engage in any business or transaction deemed necessary, convenient or incidental to carrying out any of such business within or without the United States.

**ARTICLE 3  
CAPITAL STOCK**

This Corporation is authorized to issue 2,000,000 shares of Class A Preferred Stock with a par value of \$1.00 per share and 5,000,000 shares of Class A Common Stock with a par value of \$.001 per share. The Board of Directors may authorize the issuance of such stock to such persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine and as may be allowed by law. The just valuation of such property or services shall be fixed by the Board of Directors. All of such stock when issued shall be fully paid and exempt from assessment.

**ARTICLE 4  
NO PREEMPTIVE RIGHTS**

Except as to such agreements as the shareholders may execute, no Shareholder of this Corporation shall, because of his or her ownership of stock have any preemptive or other right to purchase, subscribe for or take any part, pro rata or otherwise, of any securities, equity, debt or otherwise, or options, rights or warrants to purchase any such securities issued or sold by this Corporation, whether for cash or for property, whether now or hereafter authorized.

Prepared by:  
ce! Industries, Inc.  
Northwest 11th St.  
Miami, FL 33136  
(305) 358-2571

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ARTICLES INCORPORATION OF RAFALOVICH RESOURCES CO. (continued)

**ARTICLE 5  
PRINCIPAL OFFICE, MAILING ADDRESS INITIAL REGISTERED OFFICE AND  
REGISTERED AGENT**

The street address and mailing address of the principal office of the Corporation is:

260 Crandon Boulevard, Suite 32135  
Miami, Florida 33149 USA

The street address and mailing address of the initial Registered Agent of this Corporation is:

Law Offices Of Douglas Stratton  
407 Lincoln Road  
Suite 2A  
Miami Beach, Fl 33139

and the name of the initial registered agent of this Corporation at such address is:

Douglas Stratton, Esq.

**ARTICLE 6  
INCORPORATOR**

The name and address of the initial incorporator of this Corporation is as follows:

Mr. Borys Rafalowicz  
260 Crandon Boulevard, Suite 32135  
Miami, FL 3312-2460

**ARTICLE 7  
BOARD OF DIRECTORS**

The number of directors may be either increased or decreased from time to time as provided in the Bylaws but shall never be less than one nor more than five. Each duly elected Director shall be a director of the Corporation until the successor of each is elected, and has qualified in accordance with the applicable laws the State of Florida

**ARTICLE 8  
EXECUTIVE OFFICERS**

The executive officers of the corporation shall consist of a President, a Secretary, a Treasurer, and such other officers as the board of directors may appoint. A duly appointed executive officer may appoint one or more officers or assistant officers if authorized by the board of directors. The same individual may simultaneously hold more than one office in the corporation.

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## ARTICLES INCORPORATION OF RAFALOVICH RESOURCES CO. (continued)

Each executive officer shall have the authority and shall perform the duties set forth in The bylaws and, to the extent consistent with The bylaws, shall have such other duties and powers as may be determined by the board of directors or by direction of any officer authorized by the board of directors to prescribe the duties of other officers.

### ARTICLE 9 POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, including specifically the power to make loans or advances to, to purchase any stock, other securities or evidence of indebtedness or make any investment or acquire any interest whatsoever in, or to be a promoter, incorporator, general partner, limited partner, member, associate or manager of any other person, corporation, association, partnership, limited partnership, joint venture, trust or other enterprise; to become an accommodation obligor, maker, guarantor, and mortgagor, with or without consideration, in connection with the obligations and indebtedness, both past and future, of any other person, corporation, association, partnership or limited partnership, even though such obligations and indebtedness are not related to or do not tend to promote this Corporation's business; and to endorse, guarantee and secure, with or without consideration to this Corporation, the payment of the obligations and indebtedness, both past and future, of any other persons, corporations, associations, and partnerships and for these purposes to execute and deliver with or without consideration, such promissory notes, guarantees, mortgages, chattel mortgages, assignments, or other instruments as it may deem advisable.

### ARTICLE 10 DIRECTOR CONFLICTS OF INTEREST

No contract or other transaction between this Corporation and one or more of its directors, or between this Corporation and any other corporation, firm, association or other entity in which one or more of the directors are directors or officers, or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or her votes are counted for such purpose, if:

1. The fact that such relationship or interest is disclosed or known to the Board of Directors, or a duly empowered committee thereof, which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for such purpose without counting the vote or votes of such interested director or directors; or
2. The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or
3. The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the Board, committee or the shareholders.

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ARTICLES INCORPORATION OF RAFALOVICH RESOURCES CO. (continued)

4. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

**ARTICLE 11  
INDEMNIFICATION**

Any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether or not brought by or in the right of the Corporation, brought to impose any liability or penalty on such person for any act or acts alleged to have been committed (including alleged omissions or failures to act) by such person in his or her capacity as director, officer, employee, or agent of the Corporation, or of any other corporation, partnership, joint venture, trust, or other enterprise which he or she served as such at the request of the Corporation, shall be indemnified by the Corporation, unless the conduct of such person is finally adjudged to have been grossly negligent or to constitute willful misconduct, against judgments, fines, reasonable amounts paid in settlement, and reasonable expenses, including attorney's fees actually and necessarily incurred as a result of such action, suit, or proceeding, including any appeal thereof. The Corporation shall pay such expenses, including attorney's fees, in advance of the final disposition of any such action, suit or proceeding upon receipt of an undertaking satisfactory to the Board of Directors by or on behalf of such person to repay such amount, unless it shall ultimately be determined that he or she is entitled to indemnification by the Corporation for such expense. Indemnification hereunder shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person. The Board of Directors may authorize the purchase and maintenance of insurance on behalf of any person who is or was a director, officer, employee, or agent of another corporation, partnership, limited partnership, joint venture, trust, or other enterprise against liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability hereunder.

**ARTICLE 12  
FISCAL YEAR**

The fiscal year of this Corporation shall be based on the calendar year, ending on the 31st day of December of each year.

**ARTICLE 13  
DURATION**

The duration of the Corporation is perpetual, unless sooner liquidated or dissolved in accordance with law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 6th day of April, 1998.

  
Borys Rafalowicz, Incorporator

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ARTICLES INCORPORATION OF RAFALOVICH RESOURCES CO. (continued)

STATE OF FLORIDA  
COUNTY OF DADE

*who has produced his FL. driver's license R#142-062-S 1860*  
The foregoing instrument was acknowledged before me by Borys Rafalowicz, known personally to me, this 8th day of April, 1998.

OFFICIAL NOTARY STATE  
SHELDON B GUREN  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC726133  
MY COMMISSION EXPIRES MAR. 22, 2002

*Sheldon B Guren*  
SHELDON B GUREN

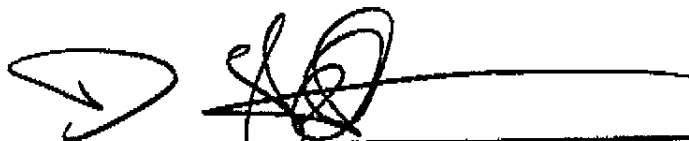
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ARTICLES INCORPORATION OF RAFALOVICH RESOURCES CO. (continued)

**ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent and to accept service of process for Rafalovich Resources Co., I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated this 6th day of April, 1998

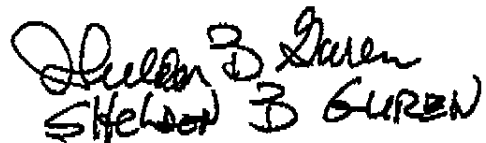
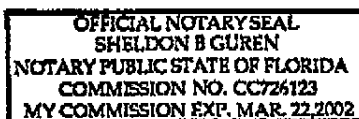


Douglas Stratton, Esq.  
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Suite 2A  
Miami Beach, Fl 33139  
(305) 672-7772

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me by Douglas Stratton, known personally to me, this 6th day of April, 1998.



Sheldon B Guren  
SHELDON B GUREN