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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
(850) 922-4001

FAX #:

FROM: MURAI, WALD, BIONDO, MORENO, P.A.
076150002103

ACCT#:

CONTACT: JULIE RUFF
PHONE: (305) 358-5900
(305) 358-4842

FAX #:

NAME: UNIKA INC.

AUDIT NUMBER.....H98000008742

DOC TYPE.....FLORIDA NON-PROFIT CORPORATION

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....0

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

* This was already faxed but the notary
section was not finished. see attached

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

6M 5/8/98

Fax Audit No. H98000008742

ARTICLES OF INCORPORATION

OF

UNIKA INC.

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is UNIKA INC.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be the date upon which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE III

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any or all lawful business.

THIS INSTRUMENT PREPARED BY:

Rene V. Murai

FL Bar #: 122154

Murai Wald Biondo & Moreno P.A.

25 Southeast Second Avenue, Suite 900

Miami, Florida 33131

(305) 358-5900

G:\RVM\UNIKAINC.ART
May 7, 1998 4:03 pm

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Fax Audit No. B98000008742ARTICLE IV**CAPITAL STOCK**

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 1,000 shares of Common Stock of a par value of \$1.00 per share. Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. There shall be no cumulative voting. Holders of Common Stock shall not have preemptive rights to subscribe to the corporation's securities. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon.

ARTICLE V**INITIAL REGISTERED OFFICE AND AGENT AND
PRINCIPAL OFFICE AND/OR MAILING ADDRESS**

The street address of the initial registered office of the corporation in the State of Florida is 900 Ingraham Building, 25 Southeast 2nd Avenue, Miami, Florida 33131 and the name of the initial registered agent of this corporation at that address is Murai, Wald, Biondo & Moreno, P.A. The Principal Office and/or mailing address will be the same as the Registered Office.

ARTICLE VI**INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation is Murai, Wald, Biondo & Moreno, P.A., 25 S.E. 2nd Avenue, Suite 900, Miami, Florida 33131.

ARTICLE VII**BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

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May 7, 1998\4:03 pm

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Fax Audit No. H98000008742ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE IX

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 7th day of MAY, 1998.

Murai, Wald, Biondo
& Moreno, P.A.

By: 

Rene V. Murai
Incorporator


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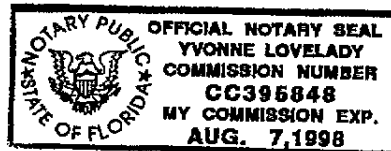
STATE OF FLORIDA)
) SS.
COUNTY OF MIAMI-DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared RENE V. MURAI 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 7th day of May, 1998.


NOTARY PUBLIC
State of Florida at Large

My Commission Expires: 8/7/98



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CERTIFICATE OF REGISTERED AGENT
OF
UNIKA INC.

Pursuant to Fla. Stat. §607.0501 the following is submitted:

That UNIKA INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Miami, County of Dade, State of Florida, has named Murai, Wald, Biondo & Moreno, P.A., located at 900 Ingraham Building, 25 Southeast 2nd Avenue, Miami, Florida 33131, as its agent to accept service of process within this State.

A C K N O W L E D G M E N T

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said Act relative to the obligations of such registered agent, with which the undersigned acknowledges it is familiar.

Dated this 7th day of May, 1998.

MURAI, WALD, BIONDO
& MORENO, P.A.

By: 

Name: Rene V. Murai
Title: President

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