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May 1, 1998

LAW OFFICES

**STEINBERG, SLEWETT
& YAFFE, P.A.**

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PAUL B. STEINBERG*
ROBERT D. SLEWETT
ROBERT H. YAFFE

*ALSO ADMITTED IN WASH., D.C.

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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RE: **HOLSTEIN NETWORK, INC.**

Gentlemen:

Enclosed herewith please find the original and a copy of the Articles of Incorporation of HOLSTEIN NETWORK, INC., duly executed by the Incorporator and Registered Agent thereof.

I am also enclosing a check in the amount of One Hundred Twenty Two dollars and 50/100 (\$122.50) representing the fee for the filing of these Articles of Incorporation and a certified copy.

Should you have any questions, please contact the undersigned.

Very truly yours,

Paul B. Steinberg

PBS/ sv
Enclosures

FILED
98 MAY -6 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE REPLY TO OUR
MIAMI BEACH OFFICE

NEW YORK
ASSOCIATED OFFICE
276 FIFTH AVENUE
SUITE 604
NEW YORK, N.Y. 10001
(212) 532-0008

9N5-8-98

ARTICLES OF INCORPORATION
OF
HOLSTEIN NETWORK, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I.
Name

The name of the corporation shall be:

HOLSTEIN NETWORK, INC.

ARTICLE II.
Nature of Business

This corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III.
Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 (FIVE HUNDRED) shares of common stock having \$1.00 (One Dollar) par value. The corporation will begin business with \$500.00 (Five Hundred Dollars) in capital. The proceeds of stock subscribed for will be at least as much as the amount necessary to begin business.

ARTICLE IV.
Principal Place of Business

The street address of the initial principal place of business of the corporation shall be

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TALLAHASSEE, FLORIDA

255 West 24th Street, Suite 431, Miami Beach, Florida 33140, or such other location as the Board of Directors may designate.

**ARTICLE V.
Term of Existence**

This corporation shall exist perpetually.

**ARTICLE VI.
Initial Board of Directors**

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws but shall never be less than one.

**ARTICLE VII.
Subscriber**

The name and street address of the subscriber of this corporation is:

Karin C. Holstein
255 West 24th Street
Suite 431
Miami Beach, Florida 33140

**ARTICLE VIII.
Officers**

The name and street address of the officers of this corporation is:

NAME/ADDRESS	POSITION
Karin C. Holstein 255 West 24th Street, Ste. 431 Miami Beach, Florida 33140	Director/Subscriber

ARTICLE VIII.
Registered Office & Registered Agent

The street address of the initial registered office of this corporation is Steinberg, Slewett & Yaffe, P.A., 767 Arthur Godfrey Road, Miami Beach, Florida 33140, and the name of the initial registered agent of this corporation at that address is Paul B. Steinberg, Esq.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Miami Beach, Dade County, Florida, for the uses and purposes aforesaid, this 31 day of April, 1998.

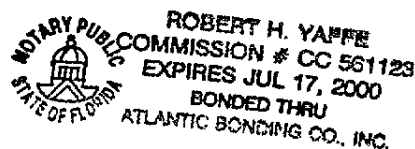


Karin C. Holstein
Subscriber

STATE OF FLORIDA)
)ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared KARIN C. HOLSTEIN, known to me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed said instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the County and State aforesaid this 30 day of April, 1998.


ROBERT H. YAFFE
COMMISSION # CC 561123
EXPIRES JUL 17, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.



NOTARY PUBLIC
State of Florida at Large

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the foregoing appointment as registered agent for
HOLSTEIN NETWORK, INC. and agrees to comply with the provisions of these Articles and
the applicable Florida Statutes.

Dated this 30 day of April, 1998.



PAUL B. STEINBERG
Registered Agent

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