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JAY A. SCHWARTZ

May 15, 1998

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

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*****70.00 *****70.00

RE: Articles of Incorporation - Far Out East, Inc.
Our File No.: 4131

Dear Sir/Madame:

Enclosed please find the executed original Articles of Incorporation for filing. We have also enclosed our check in the amount of \$70.00 and would request that you furnish our office with a stamped copy of same upon filing.

Should further information be required, please do not hesitate to contact our office.

Sincerely yours,


JAY A. SCHWARTZ

JAS:ks
Enclosures

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98 MAY 18 AM 7:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

B. BROCK MAY 2 1998

APPROVED
AND
FILED

98 MAY 18 AM 7:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FAR OUT EAST, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

FAR OUT EAST, INC. The address of the principal office of this corporation shall be 400 Leslie Drive, #726, Hallandale, Florida 33009, and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business 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 1,000 shares of common stock having \$1 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 400 Leslie Drive, #726, Hallandale, Florida 33009, and the name of the initial registered agent of the corporation at that address is ANDREW POND.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and street addresses of the initial members of the Board of Directors are:

Cyrilla Carlton	400 Leslie Drive, #726
Director	Hallandale, Florida 33009

Andrew Pond	400 Leslie Drive, #726
Director	Hallandale, Florida 33009

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Cyrilla Carlton	400 Leslie Drive, #726
President/Treasurer	Hallandale, Florida 33009

Andrew Pond	400 Leslie Drive, #726
Vice President/Secretary	Hallandale, Florida 33009

ARTICLE VIII. INCORPORATOR

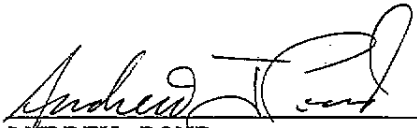
The name and street address of the incorporator to these Articles of Incorporation is:

CYRILLA CARLTON
400 Leslie Drive, #726
Hallandale, Florida 33009

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

ANDREW POND, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

ANDREW POND

By: 
ANDREW POND
Registered Agent

DATED this 15th day of May, 1998.

By: 
CYRILLA CARLTON
Incorporator

Carlton\Incorpor\Article.Inc

APPROVED
AND
FILED

98 MAY 18 AM 7:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA