

LAW OFFICES OF JERRY B. SCHREIBER C.A.
A PROFESSIONAL CORPORATION

ONE NORTHEAST SECOND AVENUE
SUITE 204
MIAMI, FL 33132
TEL: (305) 371-4444
FAX: (305) 358-2503

P98000046405

May 18, 1998

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

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-05/20/98--01049--008
***122.50 ***122.50

Re: Archway International, Inc.

Dear Sir:

Enclosed are the Articles of Incorporation and your fee in the amount of \$122.50.

Please forward the Certificate of Incorporation to the undersigned at the address shown on the letterhead.

Sincerely,

JERRY B. SCHREIBER

FILED

98 MAY 20 PM 1:48

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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5/20/98

**ARTICLES OF INCORPORATION
OF
ARCHWAY INTERNATIONAL, INC.**

FILED
98 MAY 20 PM 1:48
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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 **Archway International, Inc.**
The principle place of business of this corporation shall be: 6880 S.W. 50th Terrace, Miami, Florida 33155.

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 1000 shares of common stock having a par value of \$1 per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be: One Northeast 2nd Avenue, Suite 204, Miami, FL 33132 and the name of the initial registered agent of the corporation at that address is Jerry B. Schreiber.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S Corporation.

ARTICLE VIII. OFFICERS AND DIRECTORS

This corporation shall have one officer and director. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

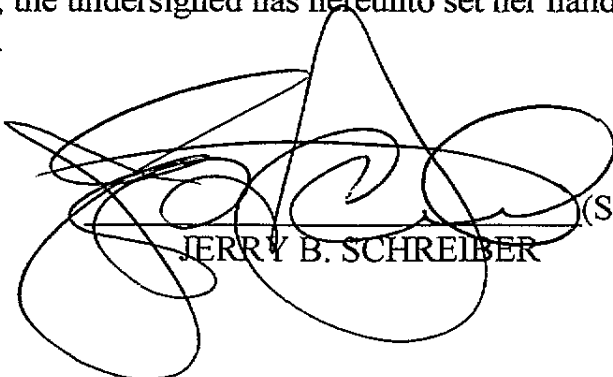
Militza Erzisnik Paiva 6880 S. W. 50th Terrace Miami, FL 33155

ARTICLE IX. SUBSCRIBER

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

Jerry B. Schreiber, One Northeast 2nd Avenue, Suite 204, Miami, FL 33132

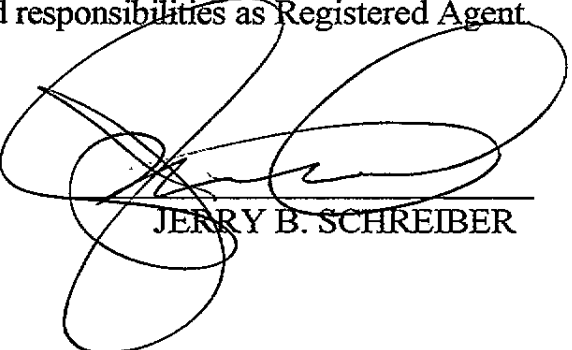
IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal on this 1st day of May, 1998.

 (SEAL)
JERRY B. SCHREIBER

**ARTICLES OF INCORPORATION, Archway International, Inc.
ADDENDUM "A"**

ACCEPTANCE BY THE REGISTERED AGENT

I am familiar with and accept the duties and responsibilities as Registered Agent.



JERRY B. SCHREIBER

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 1st day of May, 1998, by Jerry B. Schreiber, who personally known to me or has produced his Drivers Licence as identification and who did take an oath stating that the facts contained therein are true and correct and based upon personal knowledge.

NOTARY PUBLIC STATE OF FLORIDA

sign

Burton Engels

print

My Commission Expires



Burton Engels
My Commission CC573346
Expires Jul. 29, 2000