



CREDIT FIX
Credit Repair Specialists

8500 S.W. 8TH STREET, SUITE 204
MIAMI, FLORIDA 33144, U.S.A.

May 26, 1998

Florida Department of State
Secretary of State
Division of Corporations
409 East Gains Street
Tallahassee, FL 32399

FILED
08 MAY 28 AM 10:46
TALLAHASSEE, FLORIDA
SECRETARY OF STATE
TAX

800002536808--7
-05/27/98--01061--012
*****70.00 *****70.00

Dear Ms. Reagle:

Please find enclosed the following:

1. A copy of the original Articles of Incorporation for COMPU CELL, INC.
2. A copy of Check #3186 for \$70.00, filling fee.

Thanks you,

CREDIT FIX

ARTICLES OF INCORPORATION
of
COMPU CELL, OF MIAMI, INC.

The undersigned person, acting as incorporator of a corporation organized under the laws of Florida hereby adopts the following Articles of Incorporation:

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98 MAY 28 AM 11:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
CORPORATE NAME

The name of this corporation is: **COMPU CELL OF MIAMI, INC.**

ARTICLE II
SHARES

The total number of shares which the corporation shall have authority to issue is 1000, shares of par value
With a par value of \$ 1.00 per share.

ARTICLE III
REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office and the name of its initial registered agent at such addresses is:

ANTONIO DE LUCA
8625 NW 8 STREET, SUITE 101
MIAMI DADE COUNTY
MIAMI, FL 33126
THE PRINCIPAL ADDRESS IS THE SAME.

ARTICLE IV
PURPOSE

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

**ARTICLE V
DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

**ANTONIO DE LUCA
8625 NW 8 STREET, SUITE 101
MIAMI DADE COUNTY
MIAMI, FL 33126**

**ELVIA RUTH GALIANO
8625 NW 8 STREET, SUITE 101
MIAMI DADE COUNTY
MIAMI, FL 33126**

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

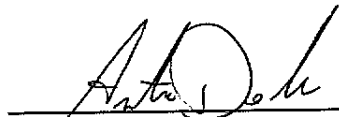
**ARTICLE VI
LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

Certification

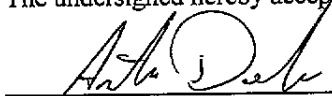
I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.



**ANTONIO DE LUCA
8625 NW 8 STREET, SUITE 101
MIAMI DADE COUNTY
MIAMI, FL 33126**

ACCEPTANCE OF REGISTER AGENT

The undersigned hereby accepts appointment as initial register agent of the above Corporation.



ANTONIO DE LUCA