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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: MCCANE CORPORATION

AUDIT NUMBER.....H98000010207

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
McCANE CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is McCANE CORPORATION.

ARTICLE II

PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>NUMBER OF SHARES</u> <u>AUTHORIZED</u>	<u>PAR VALUE</u> <u>PER SHARE</u>	<u>CLASS OF</u> <u>STOCK</u>
1,000	\$1.00	Common

Prepared by CHARLES JAMES KNOWLES CPA PA
7550 S.W. 57 AVENUE, SUITE 112
S. MIAMI, FLORIDA 33143
305 665-5282

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ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT, AND PRINCIPAL ADDRESS

The initial principal street address of this corporation and the name and address of the initial registered agent of this corporation are as follows:

REGISTERED AGENT
REGISTERED OFFICE

WILLIAM N MC CANE
19551 FRANJO ROAD
MIAMI, FL 33157

PRINCIPAL STREET
ADDRESS

19551 FRANJO ROAD
MIAMI, FL 33157

ARTICLE V

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the director of this corporation is as follows:

NAME

William N McCane

ADDRESS

19551 Franjo Road
Miami, FL 33157

ARTICLE VI

INCORPORATOR

The name and address of the person signing these articles is:

NAME

WILLIAM N MC CANE

ADDRESS

19551 FRANJO ROAD
MIAMI, FL 33157

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ARTICLE VII

INDEMNIFICATION

The corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

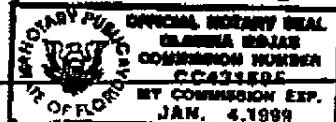
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 1st day of June, 1998.

X William N. McCane

STATE OF FLORIDA
COUNTY OF DADE

The foregoing Articles of Incorporation were acknowledged before me this 1st day of June, 1998, by William N. McCane

My Commission Expires:



Claudia Rojas
NOTARY PUBLIC, State of Florida
At Large

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CERTIFICATE OF DESIGNATING REGISTERED AGENT

Pursuant to Chapter 607, Florida Statutes, the Following is submitted in compliance with said Act:

That desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in Article IV of the Certificate of Incorporation, at the City of Miami, County of Dade, State of Florida, has named William N. McCane, located at 19551 Franjo Road, Miami, FL 33157, County of Miami-Dade, State of Florida, as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation at the place designated in this Certificate, by and through William N. McCane, as an authorized officer thereof, hereby agrees to act in this capacity, and agrees to comply with the provisions of all statutes relative to the proper and complete discharge of the duties.

Dated this 1st day of June, 1998.

REGISTERED AGENT:

By: William N. McCane
William N. McCane
Authorized Officer

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