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NAME: IMPAREX, INC.

AUDIT NUMBER.....H98000011044

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

CERT. OF STATUS..0

CERT. COPIES.....1

PAGES.....4

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ARTICLES OF INCORPORATION
OF
IMPAREX, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following articles of incorporation.

ARTICLE I - NAME

The name of the corporation shall be Imparex, Inc.

ARTICLE II - TERM OF EXISTENCE

The period of the corporation's duration is perpetual.

ARTICLE III - PRINCIPAL OFFICE AND ADDRESS

The address of the principal office and the mailing address of the corporation shall be 2860 NW. 72nd Avenue, Miami, FL 33122.

ARTICLE IV - PURPOSE

The purpose for which the corporation is organized is to engage in such business as is authorized under the laws of the United States and the State of Florida.

ARTICLE V - DIRECTORS

The corporation shall have not less than one nor more than 3 Directors, who shall be elected in the manner described in the Bylaws. The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VI - AUTHORIZED STOCK

The corporation is authorized to issue 100 shares of common stock at \$1.00 par value.

MICHAEL E. REHR, ESQ.
220 MIRACLE MILE - SUITE 238
CORAL GABLES, FL 33134

305-447-1380
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ARTICLE VII- INITIAL REGISTERED AGENT AND OFFICE

The name of the corporation's initial registered agent and the street address of the corporation's initial registered office is: Matthew J. Brothers, 2860 NW. 72nd Avenue, Miami, FL 33122.

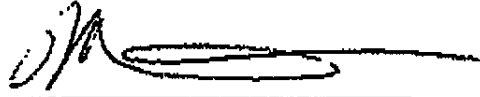
ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is Matthew J. Brothers 2860 NW. 72nd Avenue, Miami, FL 33122.

ARTICLE IX - EFFECTIVE DATE

The effective date of these Articles, and the date that the corporation's existence shall become effective, is the date that these Articles are filed.

Executed this 12 day of June, 1998.



Matthew J. Brothers

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/OFFICE
AND
ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

1. The name of the corporation is Imparex, Inc.
2. The name and address of the registered agent and office is:

Matthew J. Brothers
2860 NW. 72nd Avenue
Miami, FL 33122

Having been named as registered agent and to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED: June 12, 1998.


Matthew J. Brothers, Registered Agent

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