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Impresa, Inc.

*1975 E. Sunrise Boulevard, Suite 760
Ft. Lauderdale, FL 33304*

July 1, 1998

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*****78.75 *****78.75--

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

Gentlemen:

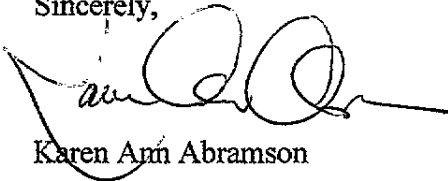
Subject: Impresa, Inc.

Enclosed is an original and one copy of the articles of incorporation for Impresa, Inc. and a check in the amount of \$78.75 for the State's filing fee and a certificate.

The daytime telephone number for Karen Abramson is: (954) 463-1800.

Thank you in advance for your prompt attention to this request.

Sincerely,



Karen Ann Abramson

APPROVED
AND
FILED
98 JUL -7 AM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of
IMPRESA, INC.

APPROVED
AND
FILED
98 JUL -7 AM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Stockholders hereby adopt the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: Impresa, Inc.

ARTICLE II NATURE OF BUSINESS

The Corporation is formed for the provision of products and services for pecuniary profit and may conduct any and all lawful business and activity in any state, territory, district or dependency of the United States or in any foreign country.

ARTICLE III AUTHORIZED SHARES

The aggregate number of shares and their par value that this corporation is authorized to have outstanding at any one time is: 10,000 Shares of No Par Value

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS

The names and addresses of the officers who shall hold office until successors are elected, are:

President: Karen Ann Abramson, 1975 E. Sunrise Boulevard, Suite 760, Ft. Lauderdale, FL 33304.

Secretary and Treasurer: Marvin Abramson, 1975 E. Sunrise Boulevard, Suite 760, Ft. Lauderdale, FL 33304.

ARTICLE VI BOARD OF DIRECTORS

The corporation elects to have no Board of Directors.

ARTICLE VII INCORPORATOR

The name and street address of the incorporator to these articles of incorporation is: Karen Ann Abramson, 1975 E. Sunrise Boulevard, Suite 760, Ft. Lauderdale, FL 33304.

ARTICLE VIII PRINCIPAL OFFICE

The principal offices of the corporation are located at: 1975 E. Sunrise Boulevard, Suite 760, Ft. Lauderdale, FL 33304.

ARTICLE IX INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The initial registered agent and the initial registered office are: Karen Ann Abramson, 1975 E. Sunrise Boulevard, Suite 760, Ft. Lauderdale, FL 33304.

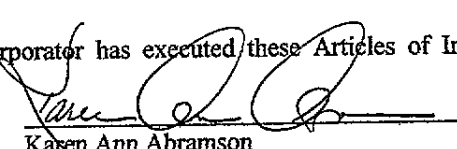
ARTICLE X INDEMNIFICATION

The Corporation shall have the power to indemnify, by express provision in its By Laws, by Agreement or by majority vote of its Stockholders, any one or more of the following classes of individuals: (1) former directors of the Corporation; (2) present or former officers of the Corporation; (3) present or former agents and/or employees of the Corporation; (4) present or former administrators, trustees or other fiduciaries under any pension, profit sharing, deferred compensation or other employee benefit plan maintain by the Corporation; and, (5) persons serving or who have served at the request of the Corporation in any of these capacities for any other corporation, partnership, joint venture, trust or other enterprises. However, the Corporation shall not have the power to indemnify any person to the extent such indemnification would be contrary to Florida statutes, rules or regulations.

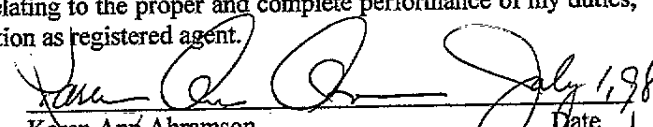
ARTICLE XI STOCK ISSUANCE

No Stockholder of the Corporation shall have any preferential or preemptive right to acquire additional shares of stock of the Corporation except to the extent that, and on such terms as, the Stockholders from time to time may determine.

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


Karen Ann Abramson

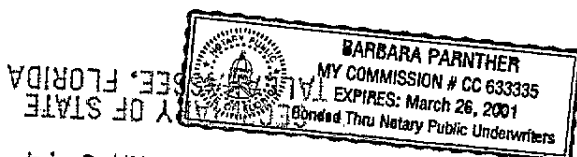
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating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


Karen Ann Abramson

Date

State of Florida
County of Broward

THE FOREGOING Articles of Incorporation were acknowledged and sworn to before me this 1st day of July, 1998, by Karen Ann Abramson, 1975 E. Sunrise Boulevard, Suite 760, Ft. Lauderdale, FL 33304.



98 JUL - 7 AM 8:16

APPROVED
AND
FILED

Signed on my presence
Barbara Parnter