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SHAREHOLDERS:
RALPH FISCH
MARK S. FISCH

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June 17, 1998

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-07/20/98-01096-020
*****78.75 *****78.75

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

RE: SANTO DOMINGO 2000 PORT, INC.

Dear Sir or Madam:

Enclosed you will find two (2) original executed articles of incorporation for filing with your office along with our firm's check in the amount of \$ 78.75 representing \$70.00 for filing fee and \$ 8.75 to obtain a certificate of incorporation. Also, please provide our office with a stamped copy of the Articles reflecting the date of filing.

A self addressed stamped envelope is enclosed for your convenience.

Very truly yours,

FISCH & FISCH, P.A.

By: Fina Johnson

Legal Assistant to Mark S. Fisch, Esq.

Enclosures

FILED
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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
SANTO DOMINGO 2000 PORT, INC.**

ARTICLE I - NAME

The name of the corporation shall be Santo Domingo 2000 Port, Inc.

ARTICLE II - REGISTERED OFFICE AND AGENT

Its principal place of business in the State of Florida is to be located at 700 51st Street, Miami Beach, Florida 33140. Its registered agent in the State of Florida is Henry Rodstein, whose address is 444 Brickell Avenue, Suite 800, Miami, Florida 33131.

ARTICLE III - PURPOSE

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Florida.

ARTICLE IV - SHARES

The total number of shares of stock which this corporation is authorized to issue is Ten Thousand (10,000) shares of Common Stock, with one (1) cent Par Value.

The designation, preferences, privileges, and powers and relative, participating, optional, or other special rights and qualifications, limitations, or restrictions of the above class(es) of capital stock shall be as follows:

A. Common Stock

1. The holders of Common Stock shall receive, to the extent permitted by law and to the extent the Board of Directors shall determine, such dividends as may be declared from time to time by the Board of Directors.
2. In the event of involuntary liquidation, dissolution, or winding-up of the Corporation, the holders of the Common Stock shall be entitled to receive such of the remaining assets of the Corporation of whatever kind available for distribution to the extent the Board of Directors shall determine.
3. Except as may be otherwise required by law or by this Certificate of Incorporation, each holder of Common Stock shall have one vote in respect of each share of such stock held by him on all matters voted upon by the stockholders.



B. Preemptive Rights

No holder of shares of the Corporation of any class, now or hereafter authorized, shall have any preferential or preemptive right to subscribe for, purchase, or receive any shares of stock of the Corporation of any class, now or hereafter authorized, or any options or warrants for such shares, or any rights to subscribe to or purchase such shares, or any securities convertible into or exchangeable for such shares, which may at any time or from time to time be issued, sold, or offered for sale by the Corporation.

ARTICLE V - INCORPORATOR

The name and address of the incorporator is as follows: Moshe Cosicher, 700 51st Street, Miami Beach, Florida 33140.

ARTICLE VI - CORPORATE EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE VII - LIABILITY OF SHAREHOLDERS

The private property or assets of the stockholders of the Corporation shall not to any extent whatsoever be subject to the payment of the debts of the Corporation.

ARTICLE VIII - INITIAL DIRECTORS

The name of the initial director having the address of 700 51st Street, Miami Beach, Florida 33410 is: Moshe Cosicher.

ARTICLE IX - BOARD OF DIRECTORS POWERS

In furtherance and not in limitation of the rights, powers, privileges, and discretionary authority granted or conferred by the General Corporation Law of the State of Florida or other statutes or laws of the State of Florida, the Board of Directors is expressly authorized to:

- A. Make, adopt, amend, alter, or repeal the Bylaws of the Corporation:
- B. Authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation:
- C. Set apart out of any funds of the Corporation available for dividends a reserve or reserves for any proper purpose and reduce any such reserve in the manner in which it was created:

D. Adopt from time to time Bylaw provisions with respect to indemnification of directors, officers, employees, agents, and other persons as it shall deem expedient and in the best interests of the Corporation and to the extent permitted by law.

ARTICLE X - ELECTION OF DIRECTORS

Elections of directors need not be by written ballot unless otherwise provided in the Bylaws of the Corporation.

ARTICLE XI - NUMBER OF DIRECTORS

The number of directors of the Corporation shall be such number as from time to time shall be fixed by, or in the manner provided in, the Bylaws of the Corporation. None of the directors need be a stockholder or a resident of the State of Florida.

ARTICLE XII - BOARD OF DIRECTORS LIMITED LIABILITY

No director shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law, (i) for breach of the director's duty of loyalty to the Corporation or its stockholder, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Sections 607.144 or 607.1645 of the Florida General Corporation Law, (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article Twelve shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

ARTICLE XIII - CORPORATE RECORDS

The books of the Corporation may be kept outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation, subject to any provision contained in the statutes.

ARTICLE XIV - AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provisions herein contained, in the manner now or hereafter prescribed by statute, and all rights, powers, privileges, and discretionary authority granted or conferred herein upon stockholders or directors are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the incorporator, does make, file and record this Certificate of Incorporation, does certify that the fact herein stated are true, and, accordingly, has executed,

signed and acknowledged this Certificate of Incorporation in Palm Beach Gardens, Florida this 18th day of February, 1998.

By:


Moshe Cosicher
Incorporator

State of Florida)
County of Dade)

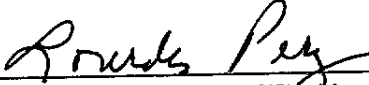
BEFORE ME, the undersigned authority, personally appeared MOSHE COSICHER, who is personally known to me or has provided me with proper identification as described below and executed the foregoing Articles of Incorporation.

Witness my hand and official seal at the State and County aforesaid on this 18th day of February, 1998.



"OFFICIAL SEAL"
Lourdes Perez
My Commission Expires 3/22/98
Commission #CC 358284

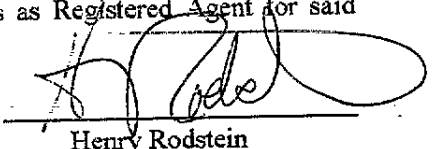
By:


Notary Public, State of Florida
Commission No.: _____
My Commission Expires: _____

Acknowledgment of Registered Agent

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

By:


Henry Rodstein
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED