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July 27, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

700002602947--2
-07/31/98--01047--015
***172.50 ***172.50

Re: Morgan-Rothschild International Co.

Gentlemen:

We are enclosing the following:

1. Certificate of Domestication for Morgan Rothschild International Co.
2. Articles of Incorporation for Morgan Rothschild International Co.
3. Check in the amount of \$172.50 for filing the Certificate and for certified copies.

Very truly yours,

Sanford N. Reinhard
SNR/hr

FILED
98 JUL 31 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH AUG 06 1998

CERTIFICATE OF DOMESTICATION

The undersigned, Alan Luchnick, President
(Name) (Title)

of Morgan Rothschild International Co. a foreign Corporation,
(Corporation Name)

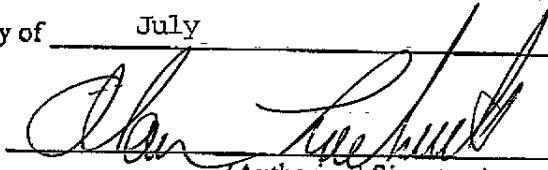
in accordance with Florida Statutes, section 607.1801 does hereby certify:

1. The date on which corporation was first formed December 14, 19 90
2. The jurisdiction where the above named corporations was first formed, incorporated, or otherwise came into being was New York, New York
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Morgan Rothschild International Co.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to ss. 607.0202 and 607.0401 with this certificate is Morgan Rothschild International Co.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was

New York

I am President, of the company

and am authorized to sign this certificate of Domestication on behalf of the corporation and have done so this the day of July, 19 98


(Authorized Signature)

Filing Fee:

| | |
|--|----------|
| Certificate of Domestication | \$50.00 |
| Articles of Incorporation and Certified Copy | \$122.50 |
| Total to domesticate and file | \$172.50 |

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98 JUL 31 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

MORGAN ROTHSCHILD INTERNATIONAL CORP.

ARTICLE I

CORPORATE NAME

The name of the corporation is MORGAN ROTHSCHILD INTERNATIONAL CORP.,
whose principal office and mailing address is: 220 71st St. Room 214, Miami Beach, FL 33141

ARTICLE II

NATURE OF CORPORATE BUSINESS

The corporation may engage in or transact any or all activity or business permitted
under the laws of the United States or the State of Florida.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue and have outstanding at any one time an
aggregate number of One Hundred (100) shares of one class of common stock having a
par value of TEN DOLLARS (\$10.00) and No/100 per share. The consideration to be paid
for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV

PREEMPTIVE RIGHTS

There shall be no preemptive rights accruing to shareholders.

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TALLAHASSEE, FLORIDA

ARTICLE V

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida are:

REGISTERED AGENT: ALAN LUCHNICK

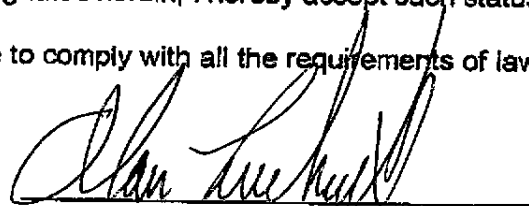
REGISTERED OFFICE: Morgan Rothschild International Corp.

220 71st, Suite 214

Miami Beach, FL 33141

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named initial Registered Agent to accept service of process on the Corporation at the initial registered office designated herein, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.


ALAN LUCHNICK
REGISTERED AGENT

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation is one.

ARTICLE VII

The name and addresses of the members of the initial Board of Directors are:

ALAN LUCHNICK
19502 E Country Club Dr
Aventura FL 33140

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator executing these Articles of Incorporation is:

INCORPORATOR: ALAN LUCHNICK

ADDRESS: 19502 E. Country Club Drive

Aventura, FL 33180

By:


ALAN LUCHNICK
INCORPORATOR

STATE OF FLORIDA :
COUNTY OF DADE : SS

BEFORE ME, the undersigned authority, authorized to administer oaths and take acknowledgments, personally appeared ALAN LUCHNICK, to me well known or provided DRIVERS LICENSE as identification, and known to be the person described in and who executed the foregoing Articles of Incorporation and she/he acknowledged before me that he signed same for the purposes therein expressed.

WITNESS my hand and official seal at Dade County, Florida, this 27 day of July, 1998.


Notary Public, State of Florida at Large

My Commission Expires:

This Instrument Prepared By:
Sanford N. Reinhard, Esq.
2675 N.E. 191st Street, Suite 404
Aventura, Florida 33180
(305) 932-7555 / Fla. Bar No. 112669