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DATE

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314
(904) 487-6052

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*****78.75 *****78.75

RE:

Dear Sirs:

Please find enclosed an original and (1) copy of the articles of incorporation and a check for:

\$78.75 for the filing fee and certificate

FROM: Michael Silver
NAME
3621 Collins Avenue Suite 314
ADDRESS
Miami Beach FL 33140
CITY, STATE & ZIP
305-673-6229 fax 305-673-6261
DAYTIME PHONE AND FAX

FILED
98 SEP -8 AM 9:24
DEPT. OF STATE
TALLAHASSEE, FLORIDA

[Handwritten signature]

FILED
98 SEP -8 AM 9:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF**

Fortress Holdings, INC.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE 1. NAME

The name of the corporation is Fortress Holdings, INC,
(hereinafter, "Corporation").

ARTICLE 2. PURPOSE OF CORPORATION

The corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3. PRINCIPAL OFFICE

The address of the principal office of this corporation is 3621 Collins Ave
314 Miami Beach, FL 33140 and the mailing address is the same.

ARTICLE 4. INCORPORATOR

The name and street address of the incorporator of this corporation is:

Michael Silver
3621 Collins Ave suite 314
Miami Beach, FL 33140

ARTICLE 5. OFFICERS

The officers of the corporation shall be:

President: Michael Silver
Secretary: Michael Silver
Treasurer: Michael Silver

whose addresses shall be the same as the principal office of the corporation.

ARTICLE 6. DIRECTOR (S)

The director (s) of the corporation shall be: Michael Silver
whose addresses shall be the same as the principal office of the corporation.

ARTICLE 7. CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this corporation is authorized to have outstanding at any time is **ONE HUNDRED (100)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stocks of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director (s) may, in authorizing the insurance of shares of stock of any class, confer any preemptive right that the Board of Director (s) may deem advisable in connection with such issuance.

7.3 The Board of Director (s) of the corporation may authorize the issuance from time-to-time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director (s) may deem advisable, subject to such restrictions or limitation, if any, as may be set forth in the by-laws of the corporation.

7.4 The Board of Director (s) of the corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time-to-time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications or term or conditions of redemption of the stock.

ARTICLE 8. SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the corporation and transferability of the shares of the corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the corporation.

ARTICLE 9. POWERS OF CORPORATION

The corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 10. TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE 11. REGISTERED OWNER (S)

The corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the corporation, the corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the corporation shall have notice thereof.

ARTICLE 12. REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this corporation is 3621 Collins Ave
Suite 314, Miami Beach, FL 33140. The name and address of the
registered agent of this corporation is Michael Silver 3621 Collins
Suite 314 Miami Beach, FL 33140.

ARTICLE 13. BY-LAWS

The Board of Director (s) of the corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the By-Laws of the corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director (s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the By-Laws.

ARTICLE 14. EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 15. AMENDMENT

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal,
acknowledges and filed the foregoing Articles of Incorporation under the
laws of the State of Florida, this 14 day of Sept., 1998.
I hereby am familiar with and accept the duties and responsibilities of
Registered Agent.

98 SEP 14 11 11 AM
SPECIAL DELIVERY
TALLAHASSEE, FL 32301
MICHAEL SILVER
(NAME)
INCORPORATOR/REGISTERED AGENT

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, the 14 day of September 1998, before me, a Notary Public duly authorized in this state of and county above named to take acknowledgements, personally appeared Michael Silver the person described as incorporator on and who executed the foregoing Articles of Incorporation for Fortress Holdings, **INC.** to those Articles of Incorporation.

WITNESS my hand and official seal at Miami, Dade County,
Florida this 4 day of September, 1998. FDLS416542572190

W. Lindsey Thompson
NOTARY PUBLIC, STATE OF FLORIDA at large

OFFICIAL NOTARY SEAL
WINSLOW C THOMPSON
NOTARY PUBLIC STATE OF FLORIDA
 COMMISSION NO. CC690168
 MY COMMISSION EXP. NOV. 15, 2001