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Law Offices Of
Steven A. Mason, P.A.

3363 SHERIDAN STREET, SUITE 201

Hollywood, Florida 33021

FILED

98 OCT -8 PM 3:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Steven A. Mason

ADMITTED IN FLORIDA,
PENNSYLVANIA & NEW JERSEY

(954) 963-5900

FAX (954) 985-9811

October 7, 1998

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

ATTN: NEW FILINGS

RE: FILING ARTICLES OF INCORPORATION
FOR ALLSTOCK CORPORATION
Our File No: 98-4339

000002659310--3
-10/08/98--01068--006
*****78.75 *****78.75

Dear Ladies:

Enclosed please find our Trust Account Check #11413 in the amount of \$78.75 to file the original Articles of Incorporation for Allstock Corporation and to return a certified copy of said Articles.

If you should have any questions please contact our office.

Sincerely,



Monique Refkin, Legal Assistant
for STEVEN A. MASON, ESQ.

Enclosures

F:\MASON\WORK\PANZA, ANTHONY\Ltr to State - Filing Articles of Corp.wpd

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ARTICLES OF INCORPORATION
OF
ALLSTOCK CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

Article I - Name and Purpose

The name of the corporation shall be: **ALLSTOCK CORPORATION**

The corporation shall be formed to invest in real and personal properties and for all other lawful purposes.

Article II - Principal Office

The principal place of business and mailing address of this corporation shall be:

1980 S. Ocean Drive, #11E
Hallandale, FL 33009

Article III - Shares

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

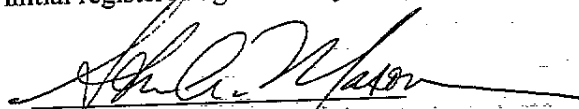
100 shares at no par value

Article IV - Initial Registered Agent and Street Address

The name and address of the initial registered agent is:

Steven A. Mason, Esq.
3363 Sheridan Street, Suite 201
Hollywood, FL 33021

The undersigned initial registered agent hereby accepts the designation.


Steven A. Mason, as Reg. Agent

Article V - Incorporator(s) and Subscriber(s)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation, and Subscriber(s) to authorized shares is (are):

Anthony Panza
1980 S. Ocean Drive, #11E
Hallandale, FL 33009

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TALLAHASSEE, FLORIDA

Article VI - Duration

This corporation shall have perpetual existence.

Article VII - Taxation

It is the intent of the incorporators that the corporation will qualify under the Internal Revenue Code as a Subchapter S corporation. The board of directors, at its organizational meeting, will determine whether to make this election.

Article VIII - Amendment

These Articles of Incorporation may be amended in the manner provided by law, and according to Chapter 607, Florida Statutes. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved in a stockholders' meeting by fifty-one (51%) of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles be adopted.

The undersigned incorporator(s) has (have) executed these Articles of Incorporation, this 6th day of October, 1998.

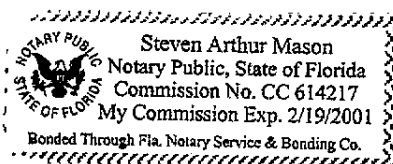

ANTHONY PANZA

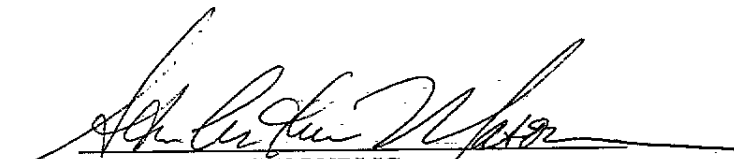
STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared ANTHONY PANZA, to me well known to be the persons described herein, and who produced the following identification: ONTARIO Drivers License, and who executed the foregoing Articles of Incorporation.

WITNESS MY HAND AND SEAL in the State and County aforesaid, this 6th day of October, 1998.

MY COMMISSION EXPIRES:




NOTARY PUBLIC
State of Florida at Large