

P98000087753

Division of Corporations
407 E. GAINS STREET
Tallahassee, FL 32399

700002662607--0
-10/13/98--01047--018
****122.50 *****78.75

RE: COMMONWEALTH CORPORATION OF AMERICA, INC..

Dear Sir/Madam:

Enclosed please find two (2) executed copies of Articles of Incorporation for
COMMONWEALTH CORPORATION OF AMERICA, INC. together with a check for One
Hundred Twenty Two 50/100 dollars (\$122.50).

Thank you for your prompt attention to this matter.


Sincerely,



Kenneth W. McCoy, P.A.

Mail to: Kenneth W. McCoy, P. A.
15150 N.W. 79 Court, Suite 195
Miami Lakes, FL 33016
(305) 362-1841

FILED
98 OCT 13 AM 10:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


OCT 14 1998

ARTICLES OF INCORPORATION

OF

COMMONWEALTH CORPORATION OF AMERICAN, INC.

ARTICLE I - NAME & ADDRESS

THE NAME AND ADDRESS OF THE CORPORATION SHALL BE:

COMMONWEALTH CORPORATION OF AMERICA, INC.

2965 N.W. 68TH STREET,
FORT LAUDERDALE, FL 33309

ARTICLE II - DURATION

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE UNLESS
DISSOLVED ACCORDING TO LAW AND ITS EXISTENCE UPON FILING DATE.

ARTICLE III - PURPOSE

THE CORPORATION IS ORGANIZED FOR THE PURPOSE OF TRANSACTING
ANY AND ALL LAWFUL BUSINESS.

ARTICLE IV - CAPITAL STOCK

THE CORPORATION IS AUTHORIZED TO ISSUE ONE THOUSAND (1000)
SHARES OF FIFTY CENTS (\$0.50), PAR VALUE, COMMON STOCK WHICH SHALL BE
DESIGNATED "COMMON SHARES".

ARTICLE V - POWER OF SHAREHOLDERS

THERE SHALL BE NO BOARD OF DIRECTORS AND ALL AFFAIRS NORMALLY
CONDUCTED BY A BOARD OF DIRECTORS SHALL BE CONDUCTED BY THE
SHAREHOLDERS. THE SHAREHOLDERS SHALL HAVE THE SAME POWER AND
AUTHORITY AS THAT OF A BOARD OF DIRECTORS.

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ARTICLE VI - INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY THE OFFICERS AND SHAREHOLDERS OF THE CORPORATION TO THE FULLEST EXTENT AUTHORIZED BY SECTION 607.014, FLORIDA STATUTES. FOR THE PURPOSE OF INTERPRETING THIS ARTICLE AND THE AFOREMENTIONED FLORIDA STATUTE, THE SHAREHOLDER SHALL BE CONSIDERED A DIRECTOR WHEN THE ACTION TAKEN BY HIM FOR WHICH INDEMNIFICATION IS SOUGHT IS ACTION TRADITIONALLY CONDUCTED BY A DIRECTOR.

ARTICLE VII - INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THESE ARTICLES OF INCORPORATION IS:

TONY GANDOLFO
2965 N.W. 68TH STREET,
FORT LAUDERDALE, FL 33309

ARTICLE VIII - INITIAL REGISTERED AND PRINCIPAL OFFICE AND AGENT

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS:

2965 N.W. 68TH STREET
FORT LAUDERDALE, FL 33309

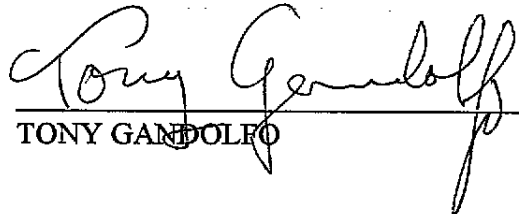
AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS:

TONY GANDOLFO

REGISTERED AGENT CERTIFICATE

THE UNDERSIGNED HEREBY ACCEPTS THE OFFICE OF REGISTERED AGENT
FOR COMMONWEALTH CORPORATION OF AMERICA, INC. AND AGREES TO
ACCEPT SERVICE OF PROCESS FOR SAID CORPORATION AT THE PLACE
DESIGNATED IN ITS ARTICLES OF INCORPORATION AS ITS PRINCIPAL PLACE OF
BUSINESS AND TO ACT IN SAID CAPACITY IN ACCORDANCE WITH THE LAWS OF
THE STATE OF FLORIDA.

DATED, AT MIAMI, DADE COUNTY, FLORIDA, ON THIS 12 DAY
OF October 1998.


TONY GANDOLFO

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR, HAS
EXECUTED THESE ARTICLES OF INCORPORATION, ON THIS 12 DAY
OF October 1998.

Tony Gandolfo
INCORPORATOR

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, THE UNDERSIGNED AUTHORITY, A NOTARY PUBLIC,
AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN THE STATE AND COUNTY SET
FORTH HEREIN ABOVE, PERSONALLY APPEARED TONY GANDOLFO, WHO
PRODUCED THE FOLLOWING FLORIDA DRIVER'S LICENSE NUMBER
_____, KNOWN TO BE AND KNOWN BY ME TO BE THE PERSON WHO
EXECUTED THE FOREGOING ARTICLES OF INCORPORATION OF
COMMONWEALTH CORPORATION OF AMERICA, INC. AND HE/ SHE
ACKNOWLEDGED BEFORE ME THAT HE/SHE EXECUTED THESE ARTICLES OF
INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY
SEAL IN THE STATE AND COUNTY AFORESAID, ON THIS 12 DAY
OF October 1998.



[Signature]
NOTARY PUBLIC