

P98000058474



The American Living Trust Corporation

Phone (954) 472-3195

Beeper (954) 223-8117

October 9, 1998

Secretary of State/Division of Corp.
P.O. Box 6327
Tallahassee, Fl. 32314

800002664758--8
-10/15/98-01074--006
****122.50 *****78.75

Re: Sc. Cogito Impes Srz., Inc.

To whom it may concern:

Please be advised that this corporation's name is in the Romanian language. The English translation is Association for a Good Thinking Business, Inc.

Please forward the filed Articles of Incorporation to the Resident Agents address, 1802 N. University Dr., #204, Plantation, Fl. 33322.

Thank you for your time and attention to this matter.

Very truly yours,


John R. Cates, J.D., V.P.

P. Hall

OCT 16 1998

(4)

FILED
98 OCT 15 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

SC. COGITO IMPEX SRZ., INC.

FILED

98 OCT 15 AM 9:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida:

ARTICLE I

The name of the corporation is: Sc. Cogito Impex Srz., Inc.

ARTICLE II

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

The corporation is authorized to issue one hundred shares, (100), of One Dollar, (\$1.00), par value Common Stock, which shall be designated "Common Shares."

ARTICLE V

The principal office, if known, or the mailing address of the Corporation is:

Sc. Cogito Impex Srz., Inc.
1802 N. University Dr., #205
Plantation, Fl. 33322

ARTICLE VI

The name and street address of the Initial Registered Agent of this Corporation is:

John R. Cates
1802 N. University Dr. #204
Plantation, Fl. 33322

ARTICLE VII

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors of the corporation are as follows:

Misaras Eugen
801 N.E. 3rd St.
Hallandale, Fl. 33009

ARTICLE VIII

The officers of this corporation are as follows:

President

Misaras Eugen
801 N.E. 3rd St.
Hallandale, Fl. 33009

Vice President

John R. Cates
1802 N. University Dr. #204.
Plantation, Fl. 33322

Secretary/Treasurer

Misaras Eugen
801 N.E. 3rd St.
Hallandale, Fl. 33009

ARTICLE IX

The name and address of the incorporator signing these Articles of Incorporation is as follows:

John R. Cates
1802 N. University Dr. #204
Plantation, Fl. 33322

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 7 day of OCT, 1998.


JOHN R. CATES


WITNESS Susana Iser


WITNESS Andy Com

STATE OF FLORIDA)

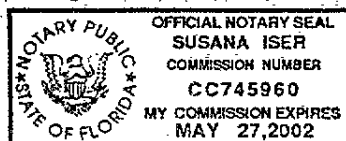
SS

COUNTY OF BROWARD)

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared JOHN R. CATES, known to me and known to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 7 day of OCT, 1998.


NOTARY PUBLIC



FILED
98 OCT 15 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

CERTIFICATE OF REGISTERED AGENT

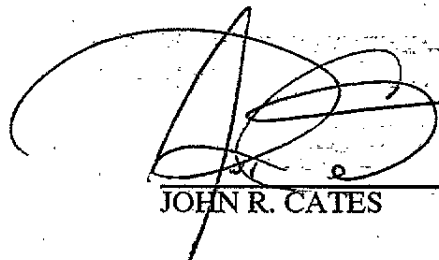
OF

SC. COGITO IMPEX SRZ., INC.

Pursuant to Florida law, the following is submitted: The above corporation, desiring to organize under the laws of the State Of Florida with its registered office as indicated in the Articles of Incorporation at 1802 N. University Dr., #204, Plantation, Fl. 33322, has named JOHN R. CATES, at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT AND ACCEPTANCE

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that capacity. I further agree to comply with the provisions of Florida Law and it's statutes in performing the duties and responsibilities of said office.



JOHN R. CATES