

11/13/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: LA FERRERA, INC.

AUDIT NUMBER.....H98000021165

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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The Ferrera, Inc.

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
LA FERRERA, INC.

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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THE UNDERSIGNED SUBSCRIBER TO THESE ARTICLES OF INCORPORATION
HEREBY FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA

ARTICLE 1: NAME OF CORPORATION

THE NAME OF THIS CORPORATION IS: LA FERRARA, INC.

ARTICLE 11: NATURE OF BUSINESS

THIS CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED
UNDER THE LAWS OF THE UNITED STATES AND OF THIS STATE.

ARTICLE 111: CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS
AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS: 1000 SHARES OF
COMMON STOCK, HAVING A \$ 1.00 PAR VALUE.

ARTICLE 1V: INITIAL CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION WILL BEGIN IS
\$ 500.00.

ARTICLE V: TERM OF EXISTENCE

THIS CORPORATION IS TO EXIST PERPETUALLY.

ARTICLE VI: ADDRESS

THE INITIAL POST OFFICE ADDRESS OF THIS CORPORATION IS: 1261 S.E.
6TH AVE., # H105, DEERFIELD BEACH, FLORIDA, 33441.

FROM: McCLAIN FINANCIAL SERVICES INC.
1470 S.W. 19TH AVENUE
FT. LAUDERDALE, FLORIDA 33312
GARY MCCLAIN (954) 525-6928

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ARTICLE VII: DIRECTORS

THIS CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DECREASED FROM TIME TO TIME BY THE BY-LAWS ADOPTED BY THE BOARD OF DIRECTORS.

ARTICLE VIII: INITIAL DIRECTORS

THE INITIAL DIRECTOR OF THIS CORPORATION SHALL BE:

FRANK LA FERRARA. 1261 S.E. 6TH AVE., # H105, DEERFIELD BEACH, FLORIDA, 33441.

ARTICLE IX: SUBSCRIBERS

THE NAME AND POSTOFFICE ADDRESS OF THE INITIAL SUBSCRIBER OF THESE ARTICLES OF INCORPORATION, THE NUMBER OF SHARES OF STOCK HE AGREES TO TAKE AND THE VALUE OF THE CONSIDERATION THEREOF IS:

NAME	ADDRESS	SHARES	CONSIDERATION
FRANK LA FERRARA	1261 S.E. 6TH AVE. DEERFIELD BEACH, FL	500	\$ 500.00



ARTICLE X: AMENDMENTS

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE STOCKHOLDERS, AND APPROVED AT THE STOCKHOLDER'S MEETING BY A MAJORITY 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 OF INCORPORATION BE MADE.

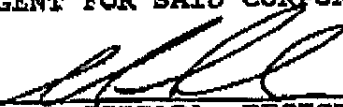
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ARTICLE X1: REGISTERED AGENT

THE REGISTERED AGENT AND REGISTERED OFFICE OF THIS CORPORATION
SHALL BE: FRANK LA FERRARA, 1261 S.E. 6TH AVE., # H105, DEERFIELD
BEACH, FLA. 33441.

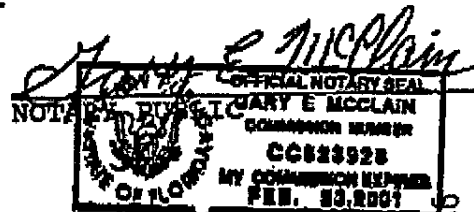
I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND
RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.


FRANK LA FERRARA, REGISTERED AGENT

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 NAMED ABOVE TO TAKE
ACKNOWLEDGEMENTS, PERSONALLY APPEARED FRANK LAFERRARA, TO BE WELL
KNOWN TO BE THE PERSON WHO EXECUTED THESE FOREGOING ARTICLES OF
INCORPORATION, AND ACKNOWLEDGED BEFORE ME THAT HE EXECUTED THESE
ARTICLES OF INCORPORATION.

WITNESS MY HAND AND OFFICIAL SEAL IN THE COUNTY AND STATE NAMED
ABOVE, THIS 1ST DAY OF AUGUST, 1998.



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