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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: KHAAS, INC.

AUDIT NUMBER.....H98000021171

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

CERT. OF STATUS..0

PAGES..... 4

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

me 11/16/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 13, 1998

EMPIRE

SUBJECT: KHASS, INC.
REF: W98000025646

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

CONFLICT IS 441333, CASS, INC. THEY ARE PRONOUNCED ALIKE. ADD A FIRST NAME TO IT.

If you have any further questions concerning your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

FAX Aud. #: H98000021171
Letter Number: 098A00054885

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ARTICLES OF INCORPORATION
OF
SAMKHASS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I NAME

The name of the corporation shall be: SAMKHASS, INC. The principal place of business of this corporation shall be: 10690 N.W. 7th Avenue, Miami, Fl. 33150.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

100 Shares at \$1.00 par value per share

ARTICLE V TERM OF EXISTENCE

This corporation is to exist perpetually.

THIS INSTRUMENT PREPARED BY: ROGER CARLIER
PARALEGAL FREELANCING
3121 Ponce de Leon Blvd.
Coral Gables, Fl. 33134
(305) 567-1113

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ARTICLE V OFFICERS AND DIRECTORS

The name (s) and street address (es) of the initial officer (s), who shall hold office the first year of the corporation's existence or until their successor (s) is (are) elected, is (are):

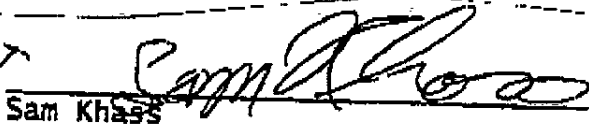
SAM KHAASS
President/Treasurer/Secretary
10690 N.W. 7th Avenue
Miami, FL 33150

**ARTICLE VI
INCORPORATORS**

The name (s) and street address (es) of the Incorporator (s) to these articles of incorporation is (are):

SAM KHAASS
10690 N.W. 7th Avenue
Miami, FL 33150

IN WITNESS WHEREOF, the undersigned incorporator (s) has (have) executed this 12th day of November, 1998.


Sam Khass

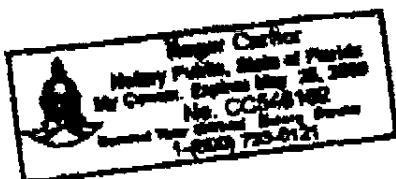
STATE OF FLORIDA)
COUNTY OF DADE)

THE FOREGOING instrument was acknowledged and sworn to before me this 12th day of November, 1998 by Sam Khass of Miami, Florida.

() Personally known by me
(x) Produced N.Y. deeded house

My commission expires:

Notary Public
Seal:



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CERTIFICATE DESIGNATING REGISTERED AGENT/REGISTERED OFFICE

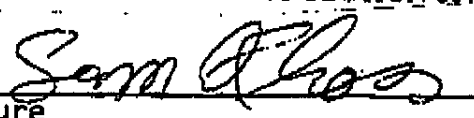
Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organization under the Laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: SAMKHAASS, Inc.
2. The name and address of the registered agent and office is:

SAM KHAASS
10690 N.W. 7th Avenue
Miami, Florida 33150


Sam Khass
Title: Registered Agent
Date: 11-12-98

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.


Signature
SAM KHAASS
DATE: 11-12-98

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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