

LAW OFFICES OF FRANK R. S. FABRE
717 Ponce de Leon Boulevard
Suite 234
Coral Gables, Florida 33134

Telephone (305) 446-3266

November 13, 1999

Florida State Department
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

600002688456--3
-11/16/98--01104--010
****122.50 *****78.75

Re: Marius Enterprises, Inc.

Dear Sirs:

are two executed originals of proposed Articles of Incorporation of above-referenced corporations, together with our checks for \$122.50, payable to the Secretary of State in payment of fees.

Please send the certified originals to the attention of the undersigned.

Thank you for your attention to this matter.

Very truly yours,

Maria Elena Fabre
Maria Elena Fabre
Secretary to Frank R. S. Fabre

/mef
Enclosures

FILED
98 NOV 16 AM 11:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

NOV 19 1999
[Signature]

ARTICLES OF INCORPORATION
OF
MARIUS ENTERPRISES, INC.

98 NOV 16 AM 11:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is MARIUS ENTERPRISES, INC..

ARTICLE II - DURATION

The corporation shall have perpetual existence commencing on the date of filing.

ARTICLE III - PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is: 717 Ponce de Leon Boulevard, Suite 234, Coral Gables, Florida 33134. The initial resident agent of this corporation is: Frank R. S. Fabre, 717 Ponce de Leon Boulevard, Suite 234, Coral Gables, Florida 33134.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director that shall hold office for the first year of the corporation's existence or until his successor is elected and qualified is as follows:

Frank R. S. Fabre
717 Ponce de Leon Blvd.
Suite 234
Coral Gables, FL 33134

Director

ARTICLE VII - BY-LAWS

The By-Laws of this corporation may be adopted, amended or replaced by either the Stockholders or Directors.

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X - INCORPORATION

The name and address of the person signing these Articles is:

Frank R. S. Fabre 717 Ponce de Leon Blvd., #234
Coral Gables, Florida 33134

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the Stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 12th day of November, 1998.


FRANK R. S. FABRE

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

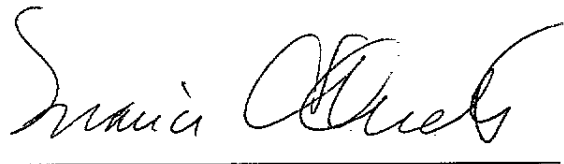
DATED THIS 12th DAY OF NOVEMBER, 1998.



Frank R. S. Fabre, Registered Agent

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 12th day of November, 1998, by FRANK R. S. FABRE, as Incorporator, and who executed the foregoing Articles of Incorporation of MARIUS ENTERPRISES, INC., who is personally known to me and did take an oath.



NOTARY PUBLIC
STATE OF FLORIDA
Maria C. Cueto
Commission # CC 770627
Expires OCT. 9, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

98 NOV 16 AM 11:25
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA