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To:

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Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

ZARON, INC.

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 (305) 371-3633 • Fax (305) 371-3638

FAX TRANSMISSION COVER SHEET

DATE: 12/23/98
SEND TO: EMPIRE CORPORATION
FAX NO.: 305-541-3770
COMPANY: _____
FROM: BARBARA PHILLIPS ESQ.
RE: NEW CORPORATION - ZARON, INC.
NO. OF PAGES: 1 (Including this Sheet)

Original will follow:

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COMMENTS:

DEAR SIR/MADAM:

PLEASE CONSIDER THIS MY AUTHORIZATION TO FORM THE CORPORATION,
 ZARON, INC. I REALIZE THAT THERE IS A SIMILARLY NAMED CORPORATION
 (ZARIN CO.) HOWEVER MY CLIENT WISHES TO KEEP THE NAME ZARON INC.
 IF YOU HAVE ANY OTHER QUESTION, PLEASE DONT HESITATE TO CALL.

THANKING YOU IN ADVANCE,

BARBARA PHILLIPS

**IF THERE IS ANY PROBLEM WITH THIS FAX TRANSMISSION, PLEASE CALL
 AT (305) 371-3633.**

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

December 17, 1998

EMPIRE

SUBJECT: ZARON, INC.

REF: W98000028234

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Document Specialist

FAX Aud. #: R98000023556
Letter Number: 198A00059393

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ARTICLES OF INCORPORATION

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OF

ZARON, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, subscriber to these Articles of Incorporation, a natural person, competent to contract, and desiring to make and enter into the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, does herewith agrees as follows:

1. The name by which this corporation shall be known, is:

ZARON, INC.

2. This corporation shall have perpetual existence.

3. This corporation is organized for the following purposes:

- a) To engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida, including but not limited to business management and consulting.

- b) This corporation shall also have those powers as enumerated by Section 607.0302 of Florida Statutes, as they now exist, together with any and all amendments, and/or changes to said section that may hereafter be enacted.

4. This corporation is authorized to issue Twenty Shares of common stock without nominal or par value.

5. The amount of capital with which this corporation shall and does begin business with, is the sum of FIVE-HUNDRED (\$500.00) DOLLARS, all of which has been paid in.

BARBARA L. PHILLIPS, P.A.
Florida Bar No. 268097
Ingraham Building, Suite 1139
25 S.E. 2nd Avenue
Miami, Florida 33131
(305) 371-3633

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6. Any of the shareholders of this corporation, upon the sale for cash, of any new stock of this corporation, of the same kind, class or series, as that now being held by such shareholders, 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 any other purchasers.

7. The street address of the initial Registered Agent and principal office of this corporation is: 4207 University Drive, Coral Gables, Florida 33146, and the name of the initial Registered Agent of this corporation at that address is: HOWARD J. GOLDMAN.

8. This corporation shall have One (1) director initially; however, the number of directors may be increased or decreased from time to time by the by-laws of the corporation, but shall never be less than one.

(1). The name and address of the initial Director of this corporation is as follows:

HOWARD J. GOLDMAN
4207 University Drive
Coral Gables, Florida 33146

9. The name and address of the Subscriber to these Articles of Incorporation is as follows:

HOWARD J. GOLDMAN
4207 University Drive
Coral Gables, Florida 33146

10. This corporation shall indemnify and save harmless any officer and/or director, or any former officer or director, to the full extent permitted by the law.

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11. The powers to adopt, alter, amend or repeal any of the by-laws of this corporation shall be vested in the Board of Directors, and the corporation reserves the right to amend or repeal any of said provisions of the Articles of Incorporation, or any amendment thereto, and any right conversely conferred upon the Shareholder of this corporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Subscriber and Registered Agent has executed these Articles of Incorporation, this 14th day of December, 1998.



HOWARD J. GOLDMAN, President,
Subscriber and Registered Agent**

** Having been named as Registered Agent, and 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 this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


HOWARD J. GOLDMAN

STATE OF FLORIDA)
) ss.
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me 14th day of December, 1998, by HOWARD J. GOLDMAN, personally known to me, and who did take an oath.


NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MADELENE SOSA
My Commission CC581859
Expires Jun. 17, 2000

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