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December 30
November 23, 1998

Via FedEx No.: 3005985426

Secretary of State
Florida Division of Corporations
499 East Gaines Street
Tallahassee, Florida 32314

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****131.25 *****87.50

Re: *M. Foti Corporation*

Dear Sir or Madam:

Enclosed are two (2) original executed Articles of Incorporation for the above-captioned corporation. Also enclosed is our check in the amount of \$131.25 for the following fees:

Filing Fees	\$35.00
Certified Copies	52.50
Registered Agent Designation	35.00
Certificate of Good Standing	8.75

TOTAL \$131.25

FILED
98 DEC 31 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please return a certified copy of the Articles of Incorporation to the undersigned as soon as they are filed. Thank you for your attention and cooperation.

Very truly yours,

Seymour N. Singer

EFFECTIVE DATE

Jan 1, 1999

cc: Margarita Foti
Enclosures
CORP1.MTG\SNS\al\j\18328

PMC
1-4-99

ARTICLES OF INCORPORATION OF
M. Foti Corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

CORPORATE NAME

The name of this corporation shall be: M. Foti Corporation. The Corporation shall be effective as of January 1, 1999.

ARTICLE II.

EFFECTIVE DATE

NATURE OF CORPORATE BUSINESS

Jan 1, 1999

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

ARTICLE III.

CAPITAL STOCK

This Corporation is authorized to issue a maximum of One Thousand (1,000) shares of common stock having a par value of One Dollars (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV.

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be: Margarita Foti, 1244 S.W. Coral Way, Miami, Florida 33129.

ARTICLE V.

MAILING ADDRESS OF CORPORATION

The Corporation's mailing address shall be: 1244 S.W. Coral Way, Miami, Florida 33129.

ARTICLE VI.

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VII.

INITIAL DIRECTOR

The name and post office address of the first Director of the Corporation is:

Name

Address

Margarita Foti

1244 S.W. Coral Way
Miami, Florida 33129

The first Director shall hold office until the first annual meeting of the Stockholders of the Corporation.

ARTICLE VIII.

INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is:

Incorporator

Address

Margarita Foti

1244 S.W. Coral Way
Miami, Florida 33129

THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.


MARGARITA FOTI

STATE OF FLORIDA)

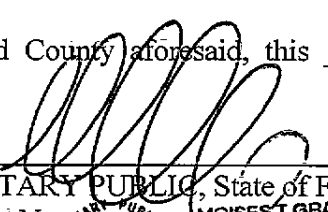
: SS

COUNTY OF MIAMI-DADE)

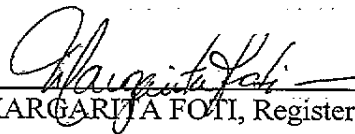
BEFORE ME, the undersigned authority, appeared MARGARITA FOTI, who is personally known to me or who has produced _____ as identification, and acknowledged that she executed said Articles of Incorporation.

WITNESS my hand and seal in the State and County aforesaid, this 90 day of ~~November~~, 1998.

Dec 2nd


NOTARY PUBLIC, State of Florida
Print Name: MOISES T. GRAYSON
My Commission: CC434708
My Commission Expires: Feb. 27, 1999
Bonded by HAI
800-422-1555

The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.


MARGARITA FOTI, Registered Agent

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FILED
98 DEC 31 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA