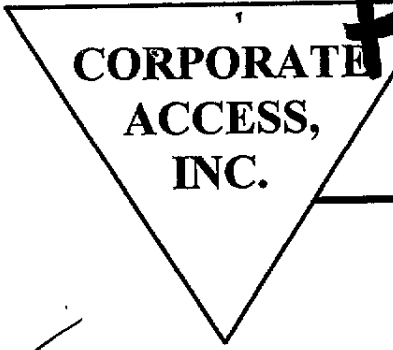


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1.) Bel Air Crest, Inc.
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10.)
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SPECIAL INSTRUCTIONS

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DIVISION OF CORPORATE SERVICES
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T. SMITH JAN 14 1999

ARTICLES OF INCORPORATION
OF
BEL AIR CREST, INC.

WE, the undersigned, desiring to form a corporation under the provisions of Chapter 607 of the Florida Statutes, and all Acts amendatory thereto, hereby make, subscribe and acknowledge before a Notary Public and file with the Secretary of State of Florida, a Certificate of Incorporation, as follows:

I.

The name of the corporation shall be:

BEL AIR CREST, INC

II.

The general nature of the business or businesses to be transacted by this corporation shall be to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

III.

The corporation is authorized to indemnify to the fullest extent permitted by law any actions of its agents taken in its behalf.

IV.

The corporation shall have perpetual existence. Corporate existence and the right to transact business shall commence upon the filing of this Certificate with the Secretary of State.

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V.

The maximum number of shares outstanding at any one time shall be 1,000 Shares of Common Stock having a par value of \$.10 per share.

VI.

The shareholders of this corporation shall have preemptive rights to acquire unissued or treasury shares of the corporation.

VII.

The corporation reserves the right to amend or repeal any provisions contained in these articles or any amendments thereto.

VIII.

The name and address of the Registered Agent of the corporation shall be, YAHYA KOITA 2779 BIRD AVENUE COCONUT GROVE, FLORIDA 33133.

IX.

The registered office, principal office and mailing address of the corporation shall be 2779 BIRD AVENUE COCONUT GROVE, FLORIDA 33133.

X.

The number of Directors shall be not less than one nor more than three.

XI.

The names and street addresses of the first Board of Directors of the corporation are as follows:

YAHYA KOITA
2779 BIRD AVENUE
COCONUT GROVE, FLORIDA 33133

XII.

No contract or other transaction between this corporation and any other corporation or entity shall be affected or invalidated by the fact that any one or more of the Directors of this corporation is or are interested in, or is a director, officer or fiduciary, or are directors, officers or fiduciaries, of such other corporation or entity.

XIII.

A majority of all the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

XIV.

The business of the corporation shall be managed by the shareholders.

XV.

The names and addresses of the first officers of the corporation are as follows:

PRESIDENT, SECRETARY AND TREASURER

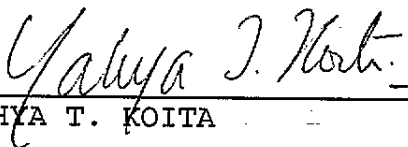
YAHYA KOITA
2779 BIRD AVENUE
COCONUT GROVE, FLORIDA 33133

XVI.

The names and street addresses of each subscriber of this Certificate of Incorporation are as follows:

YAHYA KOITA
2779 BIRD AVENUE
COCONUT GROVE, FLORIDA 33133

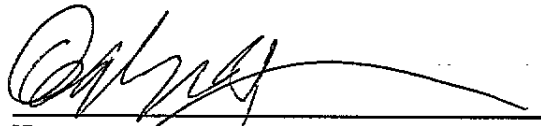
IN WITNESS WHEREOF, the undersigned subscriber has executed this Certificate of Incorporation this 13 day of January, 1999.



YAHYA T. KOITA

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 13
day of January, 1999 by Yahya T. Koita, who is personally known
to me or who has produced Florida Drivers License as
identification.


Name:
Notary Public - State of Fla.
Commission No.:
My commission expires:

ACCEPTANCE

Having been named as Registered Agent to accept service of
process for the above stated corporation at the place designated
in the foregoing Certificate, I hereby accept such nomination and
agree to act in said capacity and agree to comply with the
provisions of the laws of the State of Florida relative thereto.


YAHYA T. KOITA, Registered Agent



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