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January 11, 1999

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

200002739532--4
-01/13/99--01047--004
*****70.00 *****70.00

Subject: Modica, Inc.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$70.00 for the filing fee.

From: Scott A. Mersky, Esq.
19 West Flagler Street
Suite 503
Miami, Florida
(305) 358-5297

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
MODICA, INC.

The undersigned, for the purpose of forming a corporation pursuant to the laws of the State of Florida, hereby makes, subscribes, acknowledges and files the following Articles of Incorporation.

ARTICLE I

The name of this corporation is:

MODICA, INC.

ARTICLE II

The principal place of business and mailing address of this Corporation shall be:

**16008 S.W. 154th Court
Miami, Florida 33187**

ARTICLE III

The general nature of the business to be transacted by this corporation is:

That this corporation intends to engage in any activity or business permitted under the laws of the United States and the State of Florida, for example: Travel and convention services; except it is not to conduct a bank, safe deposit, trust insurance surety, express, railroad, canal, telephone or cemetery company, a savings and loan association, mutual fire insurance association, cooperative

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association, fraternal benefit society, state fair or exposition; to do all and everything necessary and proper for the accomplishment of the objects enumerated in its certificate of incorporation or necessary or incidental to the benefit and protection of the corporation, and to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation whether or not such business is similar in nature to the objects enumerated in its certificate of incorporation.

ARTILE IV

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: One Hundred (100) shares of common stock at no (00/100) par value.

ARTICLE V

The initial registered agent and the street address of the initial registered officer of this Corporation is:

**Scott A. Mersky, Esq.
19 West Flagler Street, Suite 503
Miami, Florida 33130**

ARTICLE VI

This Corporation is to exist perpetually, unless otherwise dissolved according to law.

ARTICLE VII

The name and address of the directors, officers, and subscribers of this corporation are:

**Salvatore Modica
President / Director
16008 S.W. 154th Court
Miami, Florida 33187**

**Adelaida Modica
Vice-President
16008 S.W. 154th Court
Miami, Florida 33187**

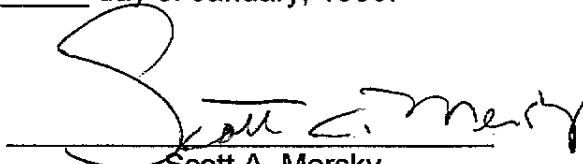
ARTICLE VIII

This Corporation shall have one (1) director initially. The number of directors may be increased from time to time, by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by the law. Every amendment shall be approved by the directors, proposed by the stockholders and approved at a stockholder's meeting by a majority of the stockholders entitled to vote thereon.

THE UNDERSIGNED hereby declares and certifies that the facts herein stated are true and accordingly, this 11th day of January, 1999.

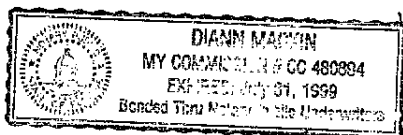


Scott A. Mersky

STATE OF FLORIDA:

COUNTY OF DADE:

THE FOREGOING instrument was acknowledged before me this 11th day of January, 1999.





Notary Public – State of Florida at Large

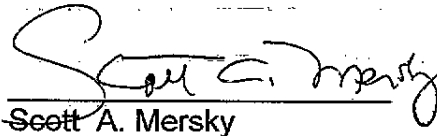
CERTIFICATE OF DESIGNATION
REGISTERED AGENCY / REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized 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: **MODICA, INC.**
2. The name and address of the registered agent and office is:

Scott A. Mersky, Esq.
19 West Flagler Street, Suite 503
Miami, Florida 33130

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.



Scott A. Mersky

1/11/99

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