

700 Coquina Way  
Boca Raton, Florida 33432  
Tel. 561-368-7223  
Fax: 561-368-6368

P99000004338

January 11, 1999

Sec'y of State  
Division of Corporations  
Box 6327  
Tallahassee, FL 32314

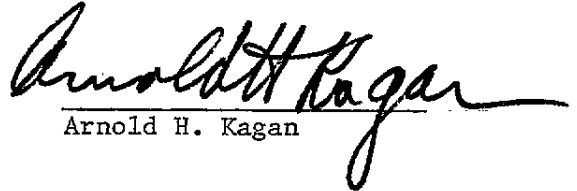
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-01/13/99-01047-006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Gentlemen:

Enclosed are papers for Incorporation of Geneva Corp. plus check of Seventy dollars (\$70.00) covering Incorporation Fees. Please return papers to me at the above address.

Thank you.

Yours truly,

  
Arnold H. Kagan

AHK/sh

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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ARTICLES OF INCORPORATION

OF

GENEVA CORP.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is GENEVA CORP.

ARTICLE II. NATURE OF BUSINESS

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

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 shares at no par value.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is 700 COQUINA WAY  
BOCA RATON, Florida. By majority  
vote of the stockholders, or if created, by action of the Board  
of Directors, the principal office may from time to time, be  
moved to any other address in Florida.

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DIVISION OF CORPORATIONS  
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ARTICLE VI. MANAGEMENT BY STOCKHOLDERS;  
BOARD OF DIRECTORS

This business of this corporation shall be initially managed by its stockholders rather than by an initial Board of Directors. A Board of Directors shall be created and elected pursuant to the By-Laws of this Corporation and the Laws of Florida.

ARTICLE VII. SUBSCRIBERS

The names and post office address of each subscriber of these Articles of Incorporation are:      ARNOLD H. KAGAN  
700 COQUINA WAY      BOCA RATON, FLORIDA

ARTICLE VIII. REGISTERED AGENT

The name and address of the Registered Agent and Registered Office in Florida of the corporation is:

ARNOLD H. KAGAN

700 COQUINA WAY  
BOCA RATON, FL 33432

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by a majority vote of the stockholders or, if created, by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the stockholders, and if a Board of Directors is created, all the directors sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

BY

  
ARNOLD H. KAGAN

STATE OF FLORIDA

COUNTY OF Palm Beach

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DIVISION OF CORPORATIONS  
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I HEREBY CERTIFY that on this day before me,  
a Notary Public duly authorized in the State and County  
named above to take acknowledgments, personally appeared  
Arnold H. Kagan to me known to be the  
person described as the subscriber in and who executed the  
foregoing Articles of Incorporation, and acknowledged before  
me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County  
and State named above on this 11th day of January, 1999.  
My commission expires:

OFFICIAL NOTARY SEAL  
SELMA HOFFMAN  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC444882  
MY COMMISSION EXP. APR. 23, 1999

Selma Hoffman  
NOTARY PUBLIC

ACCEPTANCE AND APPROVAL OF REGISTERED AGENT

Arnold H. Kagan agrees to serve as registered agent for the  
Corp. He is familiar with the duties required by a registered agent and agrees  
to execute them as required.

Dated: January 11, 1999

Arnold H. Kagan  
Arnold H. Kagan

State of Florida  
Palm Beach County

OFFICIAL NOTARY SEAL  
SELMA HOFFMAN  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC444882  
MY COMMISSION EXP. APR. 23, 1999

Selma Hoffman  
NOTARY PUBLIC