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12/29/98

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

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-01/14/99--01047--012
122.50 **78.75

Re: Comuter City Incorporated

To Whom It May Concern,

Enclosed please find the original and one copy of the Articles of Incorporation, together with a check in the amount of \$122.50

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours.



Emanuel Salomon,

Comuter City Incorporated

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 14 PM 2:34

Mailig address of corporation:

Comuter City Incorporated
13090 Vista Isle Drive, #124
Sunrise, FL 33325
(954) 474-7228

1-20
WS

ARTICLES OF INCORPORATION

of

Commuter City Incorporated
(name of corporation)

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Commuter City Incorporated

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 100,000 shares of common stock, par value \$.10 ~~per share~~ per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS		
4390 13090 Vista Isle Drive, #124		
CITY	Sunrise	FLORIDA ZIP 33325
Mailing address, if different		
STREET ADDRESS		
CITY	FLORIDA	ZIP

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

NAME	LAW OFFICES OF JOSEPH E. BURNS P.A.	
ADDRESS	1975 East Sunrise Boulevard, Suite 752	
CITY	Fort Lauderdale	FLORIDA ZIP 33304

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have Three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	Adam Kessler		
ADDRESS	13090 Vista Isle Dr., #124		
CITY	Sunrise	STATE FL	ZIP 33325
NAME	Jake Steingart		
ADDRESS	1355 W. Palmetto Pk. Rd., Suite 200		
CITY	Boca Raton	STATE FL	ZIP 33486
NAME	Emanuel Salomon		
ADDRESS	888 South Andrews Avenue, Suite 201b		
CITY	Fort Lauderdale	STATE FL	ZIP 33316

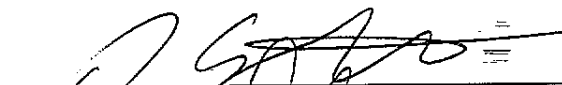
ARTICLE VIII - INCORPORATORS

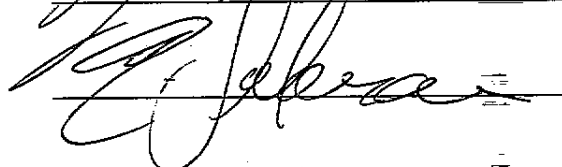
The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Adam Kessler		
ADDRESS	13090 Vista Isle Dr., #124		
CITY	Sunrise	STATE FL	ZIP 33325
NAME	Jake Steingart		
ADDRESS	1355 W. Palmetto Pk. Rd., Suite 200		
CITY	Boca Raton	STATE FL	ZIP 33486
NAME	Emanuel Salomon		
ADDRESS	888 South Andrews Avenue, Suite 201b		
CITY	Fort lauderdale	STATE FL	ZIP 33316

The undersigned incorporator(s) have executed these Articles of Incorporation this 16th day of December, 19 98.

 (Signature)

 (Signature)

 (Signature)

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

Commuter City Incorporated
(name of corporation)

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Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 1975 East Sunrise Boulevard, Suite 752
Fort Lauderdale, FL 33304

has named LAW OFFICES OF JOSEPH E. BURNS P.A.

located at the aforesaid address, as its registered agent to accept service of process within this state.

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.


(Signature)

12/16/98
(Date)