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TRANSMITTAL LETTER

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

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-02/10/99--01027--001
*****78.75 *****78.75

SUBJECT: EMASIM, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

<u>\$70.00</u>	<u>\$78.75</u>	<u>X \$78.75</u>	<u>\$87.50</u>
Filing Fee	Filing Fee & Certificate	Filing Fee & Certified Copy	Filing Fee Certified Copy & certificate

FROM: CNA Accounting & Tax Service
Name (printed or typed)
8362 Pines Blvd. Ste 291
Address
Pembroke Pines, Fl 33024
City, State & Zip
(954) 433-0600
Daytime Telephone number

FILED
99 FEB 10 AM 11:24
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

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ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

EMASIM, INC.

ARTICLE II PURPOSE OF CORPORATION

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

ARTICLE III PRINCIPAL OFFICE

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

3755 Piedmont St.
Hollywood, FL 33021

ARTICLE IV CORPORATE CAPITALIZATION

The maximum number of shares that this Corporation is authorized to have outstanding at any time is FIVE THOUSAND (5,000) shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).

ARTICLE V PRE-EMPTIVE RIGHTS

The shareholders shall have Pre-emptive Rights.

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ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Olivier Sebag
3755 Piedmont St.
Hollywood, FL 33021

ARTICLE VII INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Cary Nabors
8362 Pines Blvd. Ste 291
Pembroke Pines, Fl 33024

The Undersigned incorporator(s) has(have) executed these Articles
of Incorporation this 5 day of February,
1999.

Cary Nabon

Signature

Signature

Signature

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED
OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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: EMASIM, INC.

2. The name and address of the registered agent and office is:

Olivier Sebag

(Name)

3755 Piedmont St.

(P.O.Box not acceptable)

Hollywood, FL 33021

(City/State/zip)

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TALLAHASSEE, FLORIDA

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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 the 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.

X [Signature]
(Signature)

2/05/99

DIVISION OF CORPORATIONS, P O BOX 6327, TALLAHASSEE, FL