

P990000023902

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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.**signature management international, inc.**

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 15, 1999

EMPIRE

SUBJECT: SIGNATURE MANAGEMENT INTERNATIONAL, INC.
REF: W99000006246

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ARTICLES OF INCORPORATION

OF

SIGNATURE MANAGEMENT INTERNATIONAL, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation.

Article I

NAME

The name of the corporation is SIGNATURE MANAGEMENT INTERNATIONAL, INC. and the principal address shall be 10735 Ave. Santa Ana, Boca Raton, Florida 33498.

Article II

DURATION

The corporation shall exist perpetually. Corporate existence shall commence upon filing by the Department of the State.

Article III

NATURE OF BUSINESS

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

Article IV

CAPITAL STOCK

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of stock with one dollar (\$1.00) par value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative voting. Cumulative voting shall not be permitted.

Carlos E. Morales, Esq.
2800 Biscayne Blvd., Suite 500
Miami, FL 33137
(305) 576-6116
FL Bar No. 995223

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Article V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2800 Biscayne Boulevard, Suite 500, Miami, Florida 33137, and the name of the initial registered agent of this corporation at that address is Carlos E. Morales, Esq.

Article VI

DIRECTOR

(a) Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the by-laws, but shall never be less than one.

(b) Initial Director. The name and street address of the director of the corporation is:

Name	Address
Maria Mikolajczak President & Treasurer	10735 Ave. Santa Ana Boca Raton, FL 33498

(c) Compensation: The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

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Article VII

BYLAWS

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the director.

Article VIII

INCORPORATOR

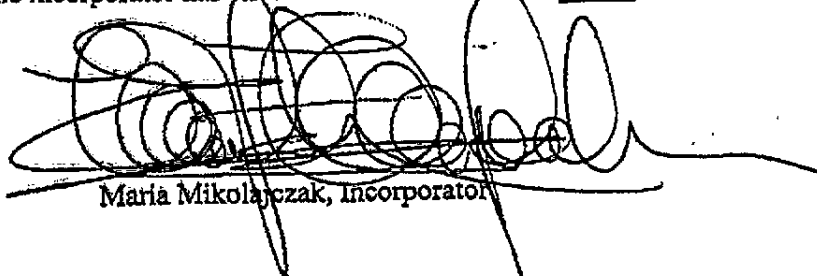
Maria Mikolajczak
10735 Ave. Santa Ana
Boca Raton, FL 33498

Article IX

AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 11th
day of MARCH, 1999.

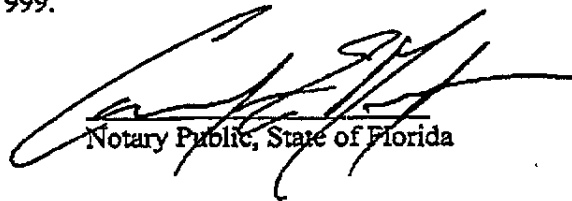

Maria Mikolajczak, Incorporator

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State of Florida)
) SS
County of Dade)

The following instrument was acknowledged and personally known before me
this 11th day of MARCH, 1999.


Notary Public, State of Florida

My Commission Expires:

CARLOS E. MORALES
COMMISSION # 00435112
EXPIRES 03/01/2000
COUNTY OF DADE
STATE OF FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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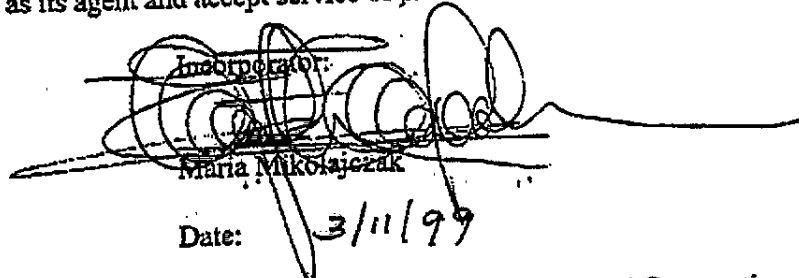
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

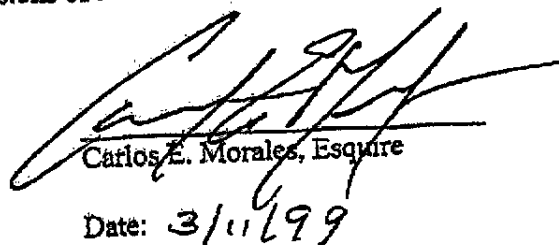
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In compliance with Section 48,901, Florida Statutes, the following is submitted.

Signature Management International, Inc. organizes or qualifies under the laws of the State of Florida, with its principal place of business at the City of Boca Raton, State of Florida, has named Carlos E. Morales, Esquire, located at: 2800 Biscayne Blvd., Suite 500, Miami, Florida 33137, as its agent and accept service of process within Florida.


Incorporator:
Maria Mikolajczak
Date: 3/11/99

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Carlos E. Morales, Esquire
Date: 3/11/99

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