

LAW OFFICES
BLAXBERG & GRAYSON

PROFESSIONAL ASSOCIATION
SUITE 730, INGRAHAM BUILDING
25 SOUTHEAST SECOND AVENUE
MIAMI, FLORIDA 33131-1506

L. BARRY BLAXBERG
DIRECT LINE: 381-7979 Ext. 309

TELEPHONE: (305) 381-7979
TELECOPY: (305) 371-6816

P99000049141

May 14, 1999

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*****87.50 *****87.50

Secretary of State
Florida Division of Corporations
Tallahassee, Florida 32314

Re: Mitchel Fried, Inc.
Our File 1526-1

Gentlemen:

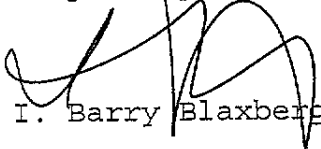
Enclosed are two (2) original executed Articles of Incorporation for the above-captioned corporation. Also enclosed is our check in the amount of \$87.50 for the following fees:

Filing Fees	\$35.00
Certified Copies	\$ 8.75
Registered Agent Designation	\$35.00
Certificate of Good Standing	\$ 8.75

TOTAL \$ 87.50

Please return a certified copy of the Articles of Incorporation to the undersigned as soon as they are filed.

Very truly yours,


I. Barry Blaxberg

Enclosure
IBB/rk 48351

SHARON

JUN - 1 1999

W99-12199

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN - 1 AM 11:13



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 25, 1999

I. BARRY BLAXBERG, ESQ.
25 SE SECOND AVE., STE. 730
MIAMI, FL 33131-1506

SUBJECT: MITCHEL FRIED, INC.
Ref. Number: W99000012199

We have received your document for MITCHEL FRIED, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as registered agent in the document and the person signing as registered agent must be the same.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6924.

Sharon L Philman
Document Specialist Supervisor

Letter Number: 299A00028844

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION OF
MITCHEL FRIED, INC.

ARTICLE I.
CORPORATE NAME

The name of this corporation shall be: MITCHEL FRIED,
INC.

ARTICLE II.
NATURE OF CORPORATE BUSINESS

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

ARTICLE III.
CAPITAL STOCK

This Corporation is authorized to issue a maximum of
One Thousand (1,000) shares of common stock having a par value of
One Dollars (\$1.00) per share. The consideration to be paid for
each share of stock shall be fixed by the Board of Directors.

ARTICLE IV.
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered
Office in the State of Florida shall be: I. Barry Blaxberg, 25
S.E. 2nd Avenue, Suite 730, Miami, Florida 33131.

ARTICLE V.
MAILING ADDRESS OF CORPORATION

The Corporation's mailing address shall be: 14 NE First
Avenue, Suite 907, Miami, Florida 33132.

ARTICLE VI.
BOARD OF DIRECTORS

The number of Directors may be altered from time to
time by By-Laws adopted by the Stockholders. However, the
Corporation shall have no less than one (1) Director at any time.

ARTICLE VII.
INITIAL DIRECTOR

The name and post office address of the first Director
of the Corporation is:

Name	Address
Mitchel Fried	14 NE First Avenue, Suite 907 Miami, Florida 33132

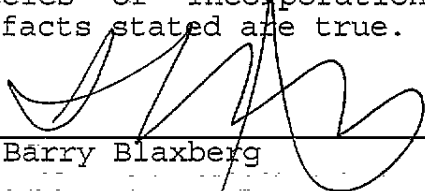
The first Director shall hold office until the first annual meeting of the Stockholders of the Corporation.

ARTICLE VIII.
INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is:

<u>Incorporator</u>	<u>Address</u>
I. Barry Blaxberg	25 Southeast Second Avenue Suite 730 Miami, Florida 33131

THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.



I. Barry Blaxberg

STATE OF FLORIDA :

: SS

COUNTY OF DADE :

BEFORE ME, the undersigned authority, appeared I. BARRY BLAXBERG, who is personally known to me, or who has produced as identification, and acknowledged that he executed said Articles of Incorporation, and who did take an oath.

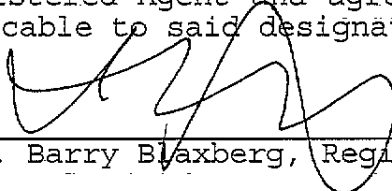
WITNESS my hand and seal in the State and County aforesaid, this 18 day of May, 1999.



DANIEL JAVIER SERBER
My Commission CC509595
Expires Nov. 13, 1999

NOTARY PUBLIC, State of Florida
Print Name: DANIEL J. SERBER
My Commission Expires:

The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.



I. Barry Blaxberg, Registered Agent

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