

P99000062533
COUNTERBALANCE INVESTMENTS, Inc. 8016 Wiles Road
Suite 9
Coral Springs, Fl. 33067

July 1, 1999

Secretary of State
Division of Corporations
New Filing Section
PO Box 6327
Tallahassee, Fl. 32314

Dear Sir or Madam:

Enclosed herewith please find executed Articles of Incorporation for EQUITYVESTOR, Inc., as well as a check for the filing fees in the amount of (\$122.50) one hundred twenty-two and 50/xx dollars.

Please forward the certified filed copied to:

CounterBalance Investments, Inc.
8016 Wiles Road
Suite 9
Coral Springs, Fl. 33067

900002910399--2
-06/21/99-01091--004
*****122.50 *****78.75

Sincerely,



Shahrukh Dhanji
For CBI

954-757-0699

FILED
99 JUL 12 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Rec'd
7/1/2
W 16/1/3

7/1/99
M/M

ARTICLES OF INCORPORATION
OF
EQUITYVESTOR, Inc.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation

ARTICLE 1. Name: The name of the corporation is: EQUITYVESTOR, Inc.

ARTICLE 2. Duration: The duration of the corporation is perpetual

ARTICLE 3. Purpose: The general purpose for which this corporation is organized are the following.

- A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way
- B. To do such other things as are incidental to the purpose of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE 4. Capital Stock: The aggregate number of shares which the Corporation is authorized to issue is (100) ONE HUNDRED shares of Common Stock. Such shares shall be of a single class and shall have a par value of (1.00) One dollar per share.

ARTICLE 5. Initial Registered Office and Agent: The street address of the initial principal office of the Corporation is : 6205 Johnson Street, Fl. 33024, and the name of the initial Registered Agent is James Villarroel *Hollywood*

ARTICLE 6. Initial Board of Directors: The number of Directors constituting the initial Board of Directors is (1)one. The number of Director(s) may be increased or decreased from time to time in accordance with the By-Laws, but shall never be less than (1) one. The name and address of each initial Director of the Corporation is as follows:

- 1. James Villarroel
6205 Johnson Street
Hollywood, Fl. 33024

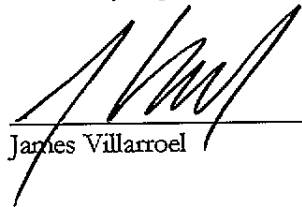
ARTICLE 7. Incorporators: The name and address of each incorporator is as follows:

- 1. James Villarroel
6205 Johnson Street
Hollywood, Fl. 33024

FILED
99 JUL 12 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 8. Amendment: The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to reservation.


IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on the 24 day of June, 1999.


James Villarroel

ACCEPTRANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of
EQUITYVESTOR Inc., which is contained in the foregoing Articles of Incorporation.

Dated this 24 day of June, 1999



James Villarroel
6205 Johnson Street
Hollywood, Fl. 33024

FILED
99 JUL 12 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA