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**FLORIDA PROFIT CORPORATION OR P.A.**

Avatarco, Inc.

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FLORIDA DEPARTMENT OF STATE  
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Secretary of State

September 14, 1999

BROAD AND CASSEL MIAMI

SUBJECT: AVATARCO, INC.  
REF: W99000021083

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EFFECTIVE DATE

9-13-99

ARTICLES OF INCORPORATION

OF

AVATARCO, INC.

The undersigned incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

- FIRST: The name of the Corporation is Avatarco, Inc. (the "Corporation").
- SECOND: The street address of the initial principal office and mailing address of the Corporation is c/o 201 S. Biscayne Boulevard, Suite 3000, Miami, Florida 33131.
- THIRD: The Corporation is authorized to issue Twenty Five Million (25,000,000) shares of common stock, par value \$.001 per share and Five Million (5,000,000) shares of preferred stock, par value \$001 per share.
- FOURTH: The street address of the initial registered office of the Corporation is: 201 S. Biscayne Boulevard, Suite 3000, Miami, Florida 33131 and the name of the registered agent is: B & C Corporate Services, Inc.
- FIFTH: The name and address of the incorporator of the Corporation is: Joseph I. Emas, Broad and Cassel, Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.
- SIXTH: The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH: The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial director of the Corporation is:

THIS DOCUMENT PREPARED BY:  
JOSEPH I. EMAS, ESQ.  
BROAD AND CASSEL  
FL BAR NO. 0004952  
201 S. Biscayne Boulevard, Suite 3000  
Miami, Florida 33131  
(305) 373-9400

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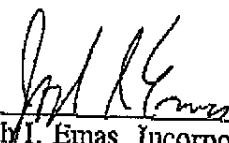
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Marcus L. Allington  
c/o 201 S. Biscayne Boulevard  
Suite 3000  
Miami, Florida 33131

EIGHTH: The effective date of this Corporation shall be September 13, 1999.

NINTH: The Corporation shall indemnify any director or officer to the fullest extent permitted by Florida law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13th day of September, 1999.

  
\_\_\_\_\_  
Joseph L. Emas, Incorporator

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**ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

**B & C CORPORATE SERVICES, INC., a  
Florida corporation**

By:

Anna Salgado  
Anna Salgado, Vice President

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