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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

SCHNEER, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 16, 1999

FAS-T CORP

SUBJECT: SCHNEER, INC.
REF: W99000021293

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FAX Aud. #: H99000023015
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ARTICLES OF INCORPORATION
OF

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I NAME

The name of the corporation shall be:

SCHNEER, INC.

The principal place of business of this corporation shall be:

5255 Collins Ave., Miami Beach, FL., 33140, Suite 9c

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:

one thousand shares (1,000)

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

Director - Jack Schneer - 5255 Collins Ave., Miami Beach, FL., 33140, 9C

President - Jack Schneer - same as above

Vice-Pres. - Barrington - 616 W, 51st Street, Miami Beach, FL, 33140
SCHNEER

Treasurer - Connie Boyd - 1835 Golden Rod, Sarasota, FL 34228

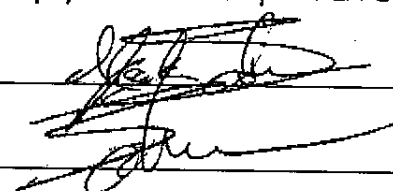
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

Jack Schneer - 5255 Collins, Miami Beach, FL, 33140, Suite 9C
Barrington Schneer - 616 West 51st Street, Miami Beach, FL 33140

IN WITNESS WHEREOF, the undersigned incorporator(s)
has (have) executed these Articles of Incorporation
this, tenth day of September 1999

Signature(s) of Incorporator(s)



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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:

Schneer, Inc.

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

Barrington Schneer
(P.O. BOX NOT ACCEPTABLE)

616 West 51st Street Miami Beach, FL 33140
(CITY/STATE/ZIP)

SIGNATURE _____

TITLE Vice-President

DATE 9-10-99

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE _____

DATE 9-10-99