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STEFANO K. LOFREDO
ATTORNEY AT LAW
SUITE 216
SHOREVIEW BUILDING
9999 NORTHEAST 2ND AVENUE
MIAMI SHORES, FLORIDA 33138

City/State/Zip

Phone #

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*****157.50 *****78.75

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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TALLAHASSEE, FLORIDA

TS 9/29/99

ARTICLES OF INCORPORATION
FOR
DELL'S "S" CORP.

In compliance with the requirements of Chapter 607, Florida Statutes, the undersigned being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I - NAME

The name of the corporation shall be DELL'S "S" CORP. This corporation shall be constituted and shall operate as a Florida Corporation for profit, which existence shall commence upon the filing of these Articles of Incorporation.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The principal place of business and the mailing address of this corporation shall be 1798 Southwest 9th Street, Boca Raton, Fla. 33486.

ARTICLE III - CAPITAL STOCK

The maximum number of shares this Corporation is authorized to issue is 150 shares, with a par value of \$41.00 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV - REGISTERED OFFICE

The initial street address of the Corporation's registered office is 9999 N. E. 2nd Avenue, Suite 216, Miami Shores, Florida 33138. The initial registered agent for the Corporation at that address is Stephen K. Loffredo.

ARTICLE V - DIRECTORS

The initial board of directors consists of three members. This number may be increased or decreased from time to time in accordance with the Corporation's By-Laws, but shall never be less than one. The names and addresses of the persons who will serve on the initial board of directors are:

1. Delia Frias, President/Director
1798 S. W. 9th Street
Boca Raton, Florida 33486

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2. Luis Iglesias, Vice-President/Director
1798 S. W. 9th Street
Boca Raton, Florida 33486
3. Maritza Adan, Treasurer/Director
97 N. W. 12th Avenue
Boca Raton, Fla. 33486

ARTICLE VI - INCORPORATORS

The names and street addresses of the incorporators for these Articles of Incorporation are:

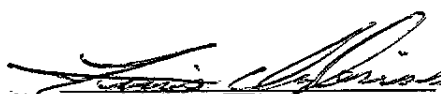
1. Delia Frias, President/Director
1798 S. W. 9th Street
Boca Raton, Florida 33486
2. Luis Iglesias, Vice-President/Director
1798 S. W. 9th Street
Boca Raton, Florida 33486
3. Maritza Adan, Treasurer/Director
97 N. W. 12th Avenue
Boca Raton, Florida 33486


ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these articles of Incorporation this 23 day of September, 1999.


Delia Frias


Luis Iglesias

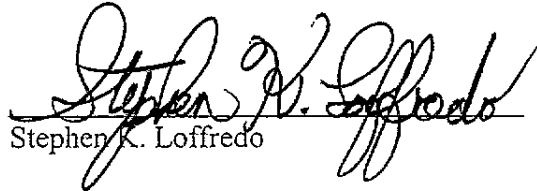

Maritza Adan

ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named to accept service of process for DELL'S "S" CORP.

at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to Section 607.0501(3), Florida Statutes.

Date 9-24-99


Stephen K. Loffredo

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