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Account Name : EMPIRE CORPORATE KIT COMPANY
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SECRETARY OF STATE
KATHERINE HARRIS
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

BALTIC WORLD, INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF****BALTIC WORLD, INC.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation shall be:

BALTIC WORLD, INC.

The address of the principal office of this Corporation shall be: 2314 N.E. 11 Street, Hallandale, Florida 33009, and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This Corporation may engage or transact in 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 maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is (100) shares of common stock having \$1.00 par value per share.

Prepared by: Law Offices of Irina Nemtsev, F.A.
20801 Biscayne Boulevard, Suite 505
Aventura, FL 33180
(305) 933-0439
FL Bar No.: 0086037

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H99000028412**ARTICLE IV. REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the Corporation shall be 2314 N.E. 11 Street, Hallandale, Florida 33009, and the name of the initial registered agent of the Corporation at that address is STANISLAV KHAZANOV.

ARTICLE V. TERMS OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This Corporation shall have one [1] director. The name and street address of the initial director who shall hold office for the first year of the Corporation, or until his successor is elected or appointed is:

STANISLAV KHAZANOV
Director/President
Secretary/Treasurer

2314 N.E. 11 Street
Hallandale, FL 33009

ARTICLE VII. BY-LAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation.

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H99000028412**ARTICLE VIII. EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE IX. AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

ARTICLE X. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Irina Nemtsev, Esq.

20801 Biscayne Boulevard
Suite 505
Aventura, FL 33180

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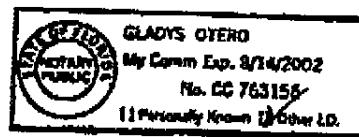
IN WITNESS WHEREOF, the undersigned subscribing incorporator
has hereunto set her hand and seal on this 8th day of
November, 1999.

Irina Nemtsev
Irina Nemtsev, Esq.
Incorporator

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

The foregoing Articles of Incorporation of BALTIC WORLD,
INC. was acknowledged before me this 8th day of November,
1999, by Irina Nemtsev, Esq. who is personally known to me.

Gladys Otero
NOTARY PUBLIC
My Commission Expires:

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H99000028412**ACKNOWLEDGMENT OF REGISTERED AGENT**

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Stanislav Khazanov
STANISLAV KHAZANOV

Date: November 8, 1999

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