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Florida Department of State
Division of Corporations
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EFFECTIVE DATE
12-14-99

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To:

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

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305)672-0686
Fax Number : (305)672-9110

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

First Holdings, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	04
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ARTICLES OF INCORPORATION

EFFECTIVE DATE

12-14-99

Article I. Name

The name of this Florida corporation is:
First Holdings, Inc.

Article II. Address

The Corporation's mailing address is:
First Holdings, Inc.
3801 PGA Blvd. Suite 1000
Palm Beach Gardens FL 33410

Article III. Registered Agent

The name and address of the Corporation's registered agent is:
Corporate Creations Enterprises Inc.
941 Fourth Street #200
Miami Beach FL 33139

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TALLAHASSEE, FLORIDA

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Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
George Anaya, Jr.
Lisa Marie Anaya

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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Article V. Capital Stock

The Corporation shall have the authority to issue 50,000,000 shares of common stock, par value \$.01 per share.

First Holdings, Inc. is hereby allowed to open and maintain bank and investment accounts in which Stock, Bond, Margin, and Options trading will be allowed.

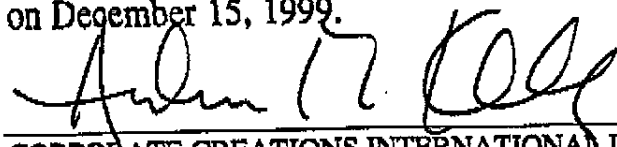
Article VI. Incorporator

The name and address of the incorporator is:
Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on December 14, 1999.

The undersigned incorporator executed these Articles of Incorporation on December 15, 1999.



CORPORATE CREATIONS INTERNATIONAL INC.
Andreas M. Kelly Vice President

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

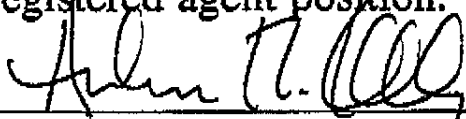
CORPORATION:

First Holdings, Inc.

REGISTERED AGENT/OFFICE:

Corporate Creations Enterprises Inc.
941 Fourth Street #200
Miami Beach FL 33139

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



CORPORATE CREATIONS ENTERPRISES INC.
Andreas M. Kelly, Vice President

Date: December 15, 1999

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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