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February 04, 1999

Corporate Records Bureau
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32301

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-02/08/99-01100-013
*****78.75 *****78.75

Re: F8, INC.

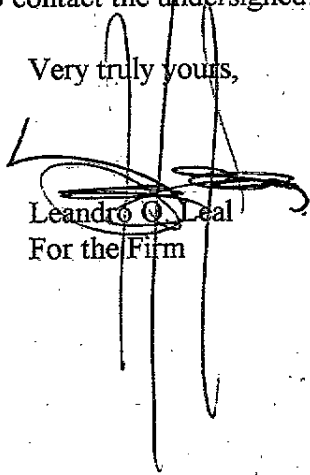
Gentlemen:

Enclosed, please find an original and one copy of the Articles of Incorporation for the above-named corporation, along with check in the amount of SEVENTY-EIGHT AND 75/100 DOLLARS (\$78.75), which represents the following:

- Minimal Stock Non Par Value
- Filing Fee
- Certified Copy
- Designation of Registered Agent

I would greatly appreciate if you would forward a certified copy of the Articles of Incorporation to this office, together with your receipt for costs. If you should have any questions or require further information, please feel free to contact the undersigned. Thank you.

Very truly yours,


Leandro O. Leal
For the Firm

FILED
99 FEB - 8 AM 8: 11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LOL/yc

Enclosures

ARTICLES OF INCORPORATION

OF

F8, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Corporation is: F8, INC.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business or businesses to be transacted by the Corporation is: Consulting services.

To conduct business in, have one or more officers in, and buy, hold, mortgage, sell convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

To conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness, and execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock this Corporation is authorized to have outstanding at any time is 300 shares of Common Stock having a nominal of \$0.05 par value.

ARTICLE IV
TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE V
ADDRESS

The initial post office address of the initial office of this corporation in the State of Florida is 888 Brickell Key Drive, #1202, Miami, Florida 33131.

The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VI
DIRECTORS

The corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time, by by-laws adopted by the stockholders.

ARTICLE VII
INITIAL DIRECTORS AND OFFICERS

The names and post office addresses of the members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Jeanne Gelardi-Leal	888 Brickell Key Drive # 1202 Miami, Florida 33131	President and Secretary

ARTICLE VIII

SUBSCRIBERS

The names and post office addresses of each subscriber to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Jeanne Gelardi-Leal	888 Brickell Key Drive # 1202 Miami, Florida 33131

ARTICLE IX

REGISTERED OFFICE AND REGISTERED AGENT

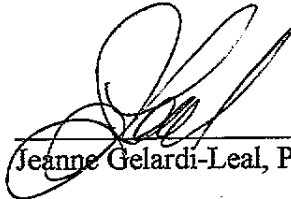
The registered office shall be 3191 Coral Way, Suite 107, Miami, Florida 33145, and the registered agent is Leandro O. Leal, Esq.

ARTICLE X

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitle to vote thereon.

IN WITNESS WHEREFORE, the undersigned has executed these Articles of Incorporation this 4 day of February, 1999.



Jeanne Gelardi-Leal, President and Secretary

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST--THAT F8, INC. IS DESIRING TO ORGANIZE OR QUALIFY UNDER THE
LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT
888 BRICKELL KEY DRIVE, # 1202, CITY OF MIAMI, STATE OF FLORIDA, HAS
NAMED LEANDRO O. LEAL, LOCATED AT 3191 CORAL WAY, SUITE 107, CITY OF
MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN FLORIDA.

SIGNATURE: _____


Jeanne Gelardi-Leal

TITLE: President and Secretary

DATE: _____

2/4/99

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 COMPLETE
PERFORMANCE OF MY DUTIES.

SIGNATURE: _____


Leandro O. Leal

DATE: _____

2/4/99

FILED
99 FEB - 8 AM 8:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA