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WALTER B. LEBOWITZ
420 LINCOLN ROAD, SUITE 230
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Phone (305) 534-0000
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March 20, 1995

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

DEPT. OF STATE
DIVISION OF CORPORATIONS
MAR 22 PM 10:14

Re: J. G. THOMPSON ENTERPRISES, Inc.

Gentleman:

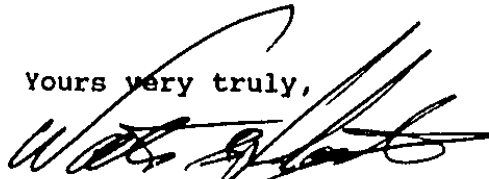
Enclosed please find my office Check (or money order) in the sum of \$70.00 for payment of the filing fee and registered agent's fee for the above new corporation.

Please mail me the enclosed copy after you stamp and date the same showing when it was filed for record.

I CALLED FOR NAME AVAILABILITY PRIOR TO MAILING THIS CORPORATION AND WAS TOLD THIS NAME WAS AVAILABLE. IF IT IS NOT OR If you have any question regarding the above, please call me at (305) 534-0000. I will accept a collect call if necessary.

Thank you for your cooperation.

Yours very truly,



Walter B. Lebowitz

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ARTICLES OF INCORPORATION OF
J. G. THOMPSON ENTERPRISES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 MAR 22 AM 10:14

ARTICLE I - NAME

The name of this Corporation is: J. G. THOMPSON
ENTERPRISES, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing
on the date of the filing of these Articles with the Department
of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting
any and/or all lawful business, especially with regard to funds
expected from Arthur Deutsch estate.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000,000 shares
of common stock, at one cent (\$.001) par value, per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal and registered
office of this corporation is 1730 N. E. 148TH STREET, NORTH MIAMI
BEACH, Fl 33181 and the name of the initial registered agent of
this corporation at that address is JEAN G. THOMPSON.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1), Directors constituting
the initial Board of Directors. The number of Directors may be
either increased or decreased from time to time by the By Laws.
The names and addresses of the initial Board of Directors of
this corporation is/are:

NAME

ADDRESS

J. G. Thompson, 1730 N. E. 148TH STREET, N. MIAMI BEACH, FL 33181
President and Director

ARTICLE VII - INCORPORATORS

The name and address of each person signing these Articles
is:

NAME

ADDRESS

J. G. Thompson, 1730 N. E. 148TH STREET, N. MIAMI BEACH, FL 33181
President and Director

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or
any former officer or director, to the full extent permitted by
law.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any
provision contained in these Articles of Incorporation, or any
amendment hereto, and any right conferred upon the shareholders
is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed
these Articles of Incorporation this 20th, day of March, 1995.



Subscriber

Subscriber

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ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

JEAN G. THOMPSON, having a business office at 1730 N. E. 148TH STREET, NORTH MIAMI BEACH, FL 33181 12555, and, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


JEAN G. THOMPSON, RESIDENT AGENT

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