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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: STRATEGIC BUSINESS PARTNERS, INC.
AUDIT NUMBER.....H96000014599
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 6
CERT. COPIES.....1 DEL.METHOD.. FAX
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ARTICLES OF INCORPORATION H96000014599

OF

STRATEGIC BUSINESS PARTNERS, INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:
STRATEGIC BUSINESS PARTNERS, INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business and mailing address of this corporation shall be: 1800 N.W. 66TH AVENUE
FT. LAUDERDALE, FL 33313

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, vis:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

RAY STORMONT
EMPIRE CORPORATE KIT COMPANY
1452 West Flagler Street # 208
Miami, Florida 33135-2208
(305) 541-3634

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To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute 8607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

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To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute 8607.014;

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 1,000 shares, having an individual par value of 0.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be:

MARY MCALPINE DIAS
1800 N.W. 66TH AVENUE
FT. LAUDERDALE, FL 33313

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ARTICLE VII

The initial board of Directors shall consist of a total of 2 person(s) and the name and address of the person(s) who are to serve as an initial director(s) is:

MARIE CHUA
18264 CORAL ISLES DRIVE
BOCA RATON, FL 33498
PRESIDENT


BOB SCHUG
15130 DURHAM LANE
DAVIE, FL 33331
CHIEF EXECUTIVE OFFICER

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

EMPIRE CORPORATE KIT OF AMERICA, INC.
1492 W. FLAGLER STREET #200
MIAMI FLORIDA 33135

The undersigned has executed these Articles of Incorporation this 16 day of OCTOBER, 1996.



INCORPORATOR
RAY C. STORMONT/ PRESIDENT
SIGNING FOR
EMPIRE CORPORATE KIT OF AMERICA, INC.

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

First that Strategic Business Partners, Inc.
(Name of Corporation)
desiring to organize under the laws of the State of Florida
(Florida)
with its principal office, as indicated in the articles of incorporation has named Mary McAlpine Diaz
(Name of Registered Agent)
located at 1800 NW 86th Avenue, Ft. Lauderdale, FL 33111
City of Ft. Lauderdale County of Broward
(City) (County)

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TALLAHASSEE, FLORIDA

State of Florida, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE Mary McAlpine Diaz
Registered Agent

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Robert J. Schug
1800 NW 66th Avenue
Ft. Lauderdale, FL 33313
(954) 321-7509

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*****35.00 *****35.00

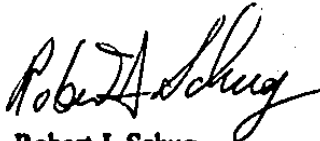
November 7, 1996

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

Enclosed is an amendment changing the name of Strategic Business Partners, Inc., along with a check in the amount of \$35.00.

Please contact me at the above number if you have any questions. Thank you.

Sincerely,



Robert J. Schug
Chief Executive Officer

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TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

STRATEGIC BUSINESS PARTNERS, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE I is amended as follows:

The name STRATEGIC BUSINESS PARTNERS, INC. is hereby
changed to LÓRIEN TECHNOLOGIES, INC.

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SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: Amendment I adopted 11/6/96.

FOURTH: Adoption of Amendment(s) (CHECK ONE)

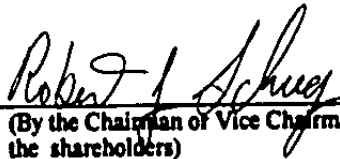
- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for this amendment(s) was/were sufficient for approval by _____,"
voting group

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 6th of November, 19 96.

Signature



(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Robert J. Schug

Typed or printed name

Chief Executive Officer / Inc.

Title

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Robert J. Schug
Lorien Technologies, Inc.
4839 S.W. 148 Ave., Suite 507
Davie, FL 33330

November 18, 1996

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

**Re: Lorien Technologies, Inc. (formerly Strategic Business Partners, Inc.)
Change of address**

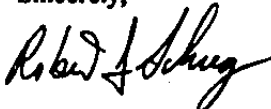
Dear Sirs:

This is to advise you that our new corporate address for Lorien Technologies, Inc.
(initially filed as Strategic Business Partners, Inc.) is:

Lorien Technologies, Inc.
4839 S.W. 148 Ave., Suite 507
Davie, FL 33330

Please change your records accordingly. Thank you.

Sincerely,



Robert J. Schug
Chief Executive Officer

KS 11/20

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Registered Name
 Lorion Technologies, Inc.
 5373 Hiatus Road
 Sunrise, FL 33351

City/State/Zip Phone #

Office Use Only

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

800012285519---2
 --09/05/97--0105/---012
 *****35.00 *****35.00

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

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 checked="" 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

SEP 11 1997

Examiner's Initials	
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

Lorion Technologies, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

1. ARTICLE III will be amended to change the principal place of business and mailing address to 5373 Hiatus Road, Sunrise, FL 33351. See attached Exhibit A.
2. ARTICLE VI will be amended to change the registered agent. See attached Exhibit A.
3. ARTICLE VII will be amended as follows:

Remove Marie Chua as a Director and add the following Directors:

William Cleary
705 Mermaid Drive
Apt. #9-306
Deerfield, FL 33441

Adam Serbenski
518 SE 6th Avenue
Deerfield, FL 33441

Jim Foligno
1085 N.E. 131 Street
No. Miami, FL 33161

Daniel R. Gandul
1071 W. 50th Place
Hialeah, FL 33012

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: July 1, 1997

FOURTH: Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 1st of July, 19 97

Signature Robert J. Schug
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Robert J. Schug

Typed or printed name

President

Title

EXHIBIT A

Florida Department of State, Sandra B. Mortham, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Lorian Technologies, Inc.

1b. The mailing address of the corporation is: 5373 Hiatus Road, Sunrise, FL 33351

1c. Date of incorporation: Oct. 17, 1996 Document number: P96000085708

2. The name and address of the current registered agent and office:

Mary McAlpino Diaz, 1800 NW 66th Avenue, Ft. Lauderdale, FL 33313

3. The name and address of the new registered agent and office:(P.O. Box Not Acceptable)

Mitchell Green, Esq., 4000 Hollywood Blvd. Ste. 485 South, Hollywood, FL 33021

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Signature of Robert J. Scug, President dated 8/19/97

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Signature of Mitchell Green dated 8/25/97

If signing on behalf of an entity: (Typed or Printed Name) (Capacity)