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October 31, 1997

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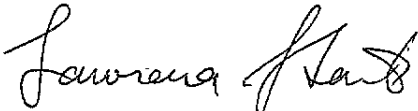
Department of State
Corporate Records/
Division of Non-Profit Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Secretary of State:

Enclosed find one original and a copy of the Articles of
H*E*L*P/ECOLOGOS, INC.

Also find enclosed a check made payable to the Secretary of State in
the amount of \$122.50 which includes the statutory filing fee. Your
assistance in establishing the non-profit corporation to be known as
H*E*L*P/ECOLOGOS, INC. is appreciated.

Respectfully,



Lawrence J. Forti
5401 Collins Ave., Suite 226
Miami Beach, FL 33140

FILED
97 NOV -4 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE OF INCORPORATION

OF

H*E*L*P/ECOLOGOS, INC.

The undersigned, acting as incorporator of a corporation pursuant to chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE ONE NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the corporation is H*E*L*P/ECOLOGOS, INC. The principle address of the corporation is: 5401 Collins Ave., Suite 226, Miami Beach, Florida 33140.

ARTICLE TWO MAILING ADDRESS

The mailing address of this corporation shall be: 5401 Collins Ave., Suite 226, Miami Beach, Florida 33140.

ARTICLE THREE PURPOSE(S)

The purpose for which the corporation is organized is to conduct ongoing research and public education in the fields of human diet and its relationships to health, longevity, and consciousness, human consciousness and potential, alternative energy/appropriate technology systems, alternative architecture, ecology, self-sufficient sustainable communities, organic agriculture/silvaculture and all other acts not prohibited by local, state, or federal law.

It is not the purpose of this corporation to make profits, but rather to conduct research and education in the fields of human ecology, health and well being.

ARTICLE FOUR MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed described in the by-laws of the Corporation.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE FIVE LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, with no limitations:

ARTICLE SIX INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address of its initial registered office is 5401 Collins Ave., Suite 226, Miami Beach, Florida 33140 and the name of its initial registered agent at such address is Lawrence J. Forti.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Lawrence J. Forti . Lawrence J. Forti

ARTICLE SEVEN DIRECTORS

The number of directors constituting the initial board of directors is three, and the name and address of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Name	Mailing Address
Lawrence J. Forti	5401 Collins Ave., Suite 226 Miami Beach, Fl 33140
Jay Postrel	1000 West Ave., # 1502 Miami Beach, Fl 33139
Mark A. Prieto	264 South Drive Miami Springs, Fl 33166

ARTICLE EIGHT INCORPORATORS

The name and address of each incorporator is:

Name	Mailing Address
Lawrence J. Forti	5401 Collins Ave., Suite 226 Miami Beach, Fl 33140
(signed) <i>Lawrence Forti</i>	
Incorporator	

The powers of the incorporator cease upon filing of the Articles of Incorporation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Pursuant to the Provisions of sections 607.0501 or 617.0501, 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.

1. The name of the Corporation is H*E*L*P/ECOLOGOS, INC.
2. The name and address of the registered agent and office is:

Lawrence J. Forti
5401 Collins Ave., Suite 226
Miami Beach, Fl 33140

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.

DATE: 10/31/97

Lawrence J. Forti
Lawrence J. Forti

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97 NOV -4 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA