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LIBO B. FINEBERG

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 MAR 16 PM 4:26

March 15, 1999

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

200002807712--9
-03/16/99--01053--005
*****122.50 *****78.75

Re: Articles of Incorporation for ONE ON ONE GROUP, Inc.

Dear Sir or Madam:

Enclosed please find two original signed Articles of Incorporation for

ONE ON ONE GROUP, INC.

Also enclosed is trust account check no. 4806 in the amount of \$122.50 for filing of the Articles with the Department of State. Please return a certified copy of these Articles to this office via Federal Express. A return airway bill and express envelope are enclosed.

Do not hesitate to call should you require any additional information or should you have any questions. Thank you for your courtesies.

Very truly yours,

(Dictated but not signed
to expedite delivery)

Libo B. Fineberg

LBF/gaf *[Signature]*

/enclosures

D. BROWN MAR 22 1999

ARTICLES OF INCORPORATION

OF

ONE ON ONE GROUP, INC.

A NONPROFIT CORPORATION

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I, the undersigned, with other persons being desirous of forming a nonprofit corporation, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I.

The name of the corporation shall be:

ONE ON ONE GROUP, INC.

The address of the principal office of this corporation shall be 2501 Palm Aire Drive North, Pompano Beach, Florida 33069, and the mailing address of the corporation shall be ONE ON ONE GROUP, INC. c/o Libo B. Fineberg, 3500 Gateway Drive, Suite 201, Pompano Beach, FL 33069.

ARTICLE II.

The general purpose of this corporation or business transactions of this corporation, together with and in addition to the authority and powers conferred by the laws of the State of Florida for Florida corporations not-for-profit is to provide grants to individuals and/or organizations in need of assistance who do not find required assistance through regular channels of government or private agencies or other individuals.

ARTICLE III.

The manner in which the directors are to be elected or appointed is as stated in the bylaws.

ARTICLE IV.

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

Libo B. Fineberg, Attorney at Law
3500 Gateway Drive
Suite 201
Pompano Beach, Florida 33069

ARTICLE V.

This corporation is to exist perpetually.

ARTICLE VI.

The street address of the initial registered office of the corporation shall be 3500 Gateway Drive, Suite 201, Pompano Beach, Florida 33069, the name of the initial registered agent of the corporation at that address is Libo B. Fineberg, Attorney at Law.

ARTICLE VII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially.

The names and addresses of the initial members of the Board of Directors are:

RUBIN GARFINKEL	3500 Gateway Drive, Suite 201 Pompano Beach, Florida 33069
BRUCE BECKER	3500 Gateway Drive, Suite 201 Pompano Beach, Florida 33069

Libo B. Fineberg

3500 Gateway Drive, Suite 201
Pompano Beach, Florida 33069

ARTICLE VIII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

RUBIN GARFINKEL,
President

3500 Gateway Drive, Suite 201
Pompano Beach, Florida 33069

LIBO B. FINEBERG,
Vice President

3500 Gateway Drive, Suite 201
Pompano Beach, Florida 33069

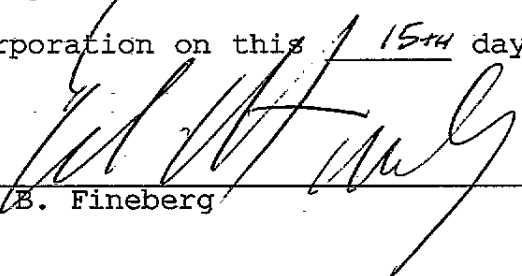
STANLEY HAYMAN,
Secretary

3500 Gateway Drive, Suite 201
Pompano Beach, Florida 33069

BRUCE BECKER,
Treasurer

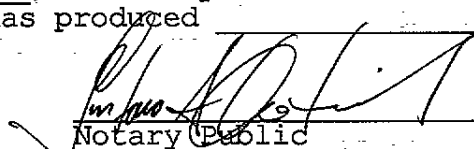
3500 Gateway Drive, Suite 201
Pompano Beach, Florida 33069

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal to these Articles of Incorporation on this 15th day of March, 1999.


Libo B. Fineberg


STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 15th day of MARCH, 1999 by Libo B. Fineberg, who is personally known to me or has produced _____ as identification.


Notary Public

Printed Name: GUSTAVO A. FORTICH

My Commission expires:

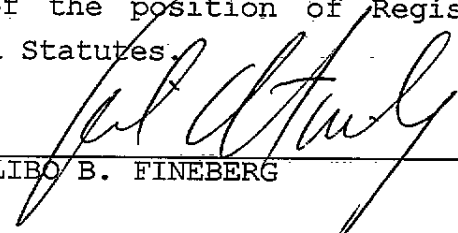
 GUSTAVO A. FORTICH
COMMISSION # CC 567382
EXPIRES JUN 26, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

LIBO B. FINEBERG, Attorney at Law, 3500 Gateway Drive, Suite 201, Pompano Beach, Florida 33069, 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.


LIBO B. FINEBERG