

LAW OFFICES OF
ANDREW E. FARBER, P.A.

23123 STATE ROAD 7
SUITE 350-B
BOCA RATON, FLORIDA 33428

ANDREW E. FARBER

TELEPHONE: (561) 451-1969
FAX: (561) 883-1962

OF COUNSEL:
ELLIOT GREENE

January 12, 2000

Via Express Mail
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

300003105173--0
-01/20/00-01115--005
*****70.00 *****70.00

Re: Golden Years e*Source Corporation
Partner's Deli, Inc.
Zoemaz Corporation

Gentlemen:

Enclosed please find:

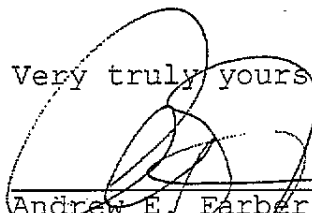
i) an original of Articles of Incorporation and one photocopy
for each of the above referenced corporations;

ii) a check for \$70.00 representing the filing fee and fee for
registered agent designation for each of the above referenced
corporations.

Please file the each of the enclosed Articles and return a
stamped copy thereof to the undersigned at the address at the top
of this letter.

Thank you for your assistance. If you have any questions,
please do not hesitate to contact me.

Very truly yours,



Andrew E. Farber
For the Firm

AEF/rb
enclosures

FILED
00 JAN 20 PM 2:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CB
1-24-00
5

ARTICLES OF INCORPORATION
OF
ZOEMAX CORPORATION

FILED
00 JAN 20 PM 2:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Article I - Name

The name of this corporation is Zoemax Corporation.

Article II - Commencement

The existence of this corporation shall commence with the filing of these Articles of Incorporation.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 10,000 shares of \$0.001 par value common stock.

Article V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 23123 State Road 7, Suite 350B, Boca Raton, Florida 33428 and the name and address of the initial registered agent is Andrew E. Farber, 23123 State Road 7, Suite 350B, Boca Raton, Florida 33428.

Article VI - Principal Office

The principal office and mailing address of this corporation shall be 23123 State Rd. 7, Suite 350-B, Boca Raton, Florida 33428.

Article VII - Initial Board of Directors

This corporation shall have one director initially. The number of directors shall be established by the bylaws and may be either increased or diminished from time to time as provided in the bylaws. The name and address of the initial director is:

Robert Spiegelman

23123 State Rd. 7, Suite 350-B
Boca Raton, FL 33428

Article VIII - Incorporator

The name and address of the person signing these Articles is:
Andrew E. Farber, 23123 State Road 7, Suite 350B, Boca Raton,
Florida 33428.

Article IX - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

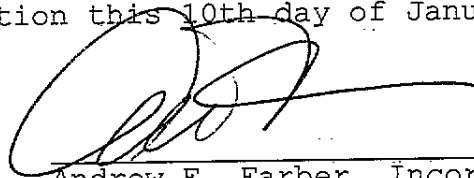
Article X - Indemnification

Subject to the qualifications contained in Section 607.0850, Florida Statutes, this corporation shall indemnify its officers and directors and former officers and directors against expenses (including attorney's fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the corporation.

Article XI - Amendment

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10th day of January, 2000.



Andrew E. Farber, Incorporator

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

FILED
00 JAN 20 PM 2:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

FIRST -- ZOEMAX CORPORATION, DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS LOCATED AT 23123 STATE Rd. 7, SUITE 350-B, IN THE CITY OF
BOCA RATON, STATE OF FLORIDA, HAS NAMED ANDREW E. FARBER, LOCATED
AT 23123 STATE ROAD 7, SUITE 350-B, CITY OF BOCA RATON, STATE OF
FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: 

Andrew E. Farber

TITLE: INCORPORATOR

DATE: January 10, 2000.

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 and
complete performance of my duties.

SIGNATURE: 

Andrew E. Farber, Registered
Agent

DATE: January 10, 2000.