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CELEBRITIES • CORPORATIONS • INDIVIDUALS

Date 3/14/00

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-03/21/00--01009--006
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Dear Sir/Madam:

Enclosed please find the Articles of Incorporation for:

The Caleb Group, Inc.

All correspondence and inquiries should be forwarded to this office at the referenced address :

Tri Star Accounting Group, Inc.
3200 N. Military Trail , Suite # 201
Boca Raton, Florida 33431
(561) 988-2004 Tel
(561) 988-5343 Fax

FILED
CLERK OF STATE
OFFICE OF CORPORATIONS
00 MAR 20 PM 5:28

Sincerely,

Lou M. Taylor
President

3/23/00

EFFECTIVE DATE

3/14/00

ARTICLES OF INCORPORATION
OF
The Caleb Group, Inc.
ARTICLE I

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAR 20 PM 5:28

CORPORATION NAME

The name of this corporation is The Caleb Group, Inc.

ARTICLE II

PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 100 shares of common stock.

The common stock of the Corporation shall have the following characteristics:

- (a) Par value shall be \$1.00 per share
- (b) At all meetings of the stockholders, the common stockholders shall be entitled to cast (1) vote for each share of common stock owned. That a common stockholder is interested in a matter shall not disqualify him from voting thereon.
- (c) Except as otherwise provided by law, the entire voting power for the election of directors and all other purposes shall be vested exclusively in the holders of the outstanding stock.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V

The street address of the initial registered office of this Corporation is 3200 N. Military Trail #201, Boca Raton, FL 33431 the name of the initial registered agent of this Corporation is Louise M. Taylor. The Board of Directors may, from time to time, change the street address of the Corporation as well as the location of its principal office. The principal address of this Corporation is 2700 NE 6th Street, Pompano Beach, FL 33062.

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

The Corporation shall have one Director initially. The number of Directors may be increased from time to time by the by-laws, but shall never be less than one. The name and address of the initial Director of this Corporation is: Stephan Tchividjian, 2700 NE 6th Street, Pompano Beach, FL, 33062.

**ARTICLE VII
INCORPORATORS**

The name and address of the person signing these Articles is Stephan Tchividjian, 2700 NE 6th Street, Pompano Beach, FL, 33062.

**ARTICLE VIII
PRE EMPTIVE RIGHTS**

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

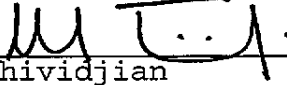
**ARTICLE IX
DATE OF CORPORATE EXISTENCE**

The date the beginning of the corporate existence of The Caleb Group, Inc., shall be at the time of subscription and acknowledgment of these articles.

**ARTICLE XI
AMENDMENT**

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

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE ARTICLES OF INCORPORATION ON THIS 14TH DAY OF MARCH, 2000.



Stephan Tchividjian
Subscriber-Incorporator



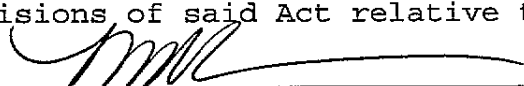
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Florida Statute 607.0501, the following is submitted in compliance with said act:

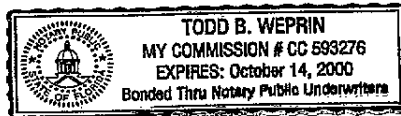
FIRST: The Caleb Group, Inc., desiring to organize under the Laws of the State of Florida, with its principal offices in the Articles of Incorporation, in the City of Pompano Beach, Broward County, State of Florida, has named Louise M. Taylor 3200 N. Military Trail #201, Boca Raton, FL 33431, the agent to accept services of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation, at the place designed in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said offices.



Louise M. Taylor
Registered Agent



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 20 PM 5:28