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March 17, 1995

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

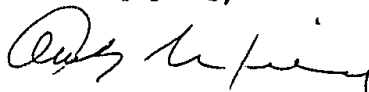
Dear Sir:

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-03/24/95--01061--019
****245.00 ****122.50

Please find enclosed the original and one copy of the Articles of Incorporation of 21ST CENTURY GROUP ENTERPRISES, INC. and O E M GROUP ENTERPRISES, INC. together with my check in the sum of \$245.00 to cover the cost of filing the Articles of Incorporation, certified copies of the Charter and resident agent fees.

Please return the copies to my office. Thank you for your continued cooperation.

Very truly yours,



ALAN E. GREENFIELD

encls: (as stated)

cc: client

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF

21ST CENTURY GROUP ENTERPRISES, INC.

NAME: The name of this corporation is 21ST CENTURY
GROUP ENTERPRISES, INC.

ARTICLE II

COMMENCEMENT OF EXISTENCE: This corporation shall
commence to exist on the date filed with the Secretary of State.

ARTICLE III

PURPOSE: This corporation is organized for the
purpose of transacting any and all lawful business permitted
under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL STOCK: This corporation is authorized to
issue 1000 shares of \$1.00 par value common stock, which shall
be the only class of shares.

ARTICLE V

PRE-EMPTIVE RIGHTS: Every shareholder upon the sale
for cash of any new stock of this corporation of the same kind,
or class of service as that which he already holds, shall have
the right to purchase his pro rata share thereof (as nearly as
may be done without issuance of fractional shares) at the price
at which it is of to others.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT: The street address of the principal office of this corporation is 5240 N.W. 167th Street, Miami, Florida 33014.

The name of the initial registered office and initial registered agent of this corporation is ALAN E. GREENFIELD, Esq., 2600 Douglas Road, Suite #911, Coral Gables, Florida 33134.

ARTICLE VII

INITIAL BOARD OF DIRECTORS AND OFFICERS: This corporation shall have at least one director. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors and officers of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
ALAN E. GREENFIELD - Director and President, Secretary & Treasurer	2600 Douglas Road, Ste. 911 Coral Gables, Florida 33134

ARTICLE VIII

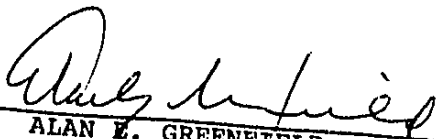
INCORPORATORS: The names and addresses of the persons signing these Articles of Incorporation are:

ALAN E. GREENFIELD -	2600 Douglas Road, Ste. #911 Coral Gables, Florida 33134
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ARTICLE IX

INDEMNIFICATION: The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscribed have executed these Articles of Incorporation this 17 day of March 1995.



ALAN E. GREENFIELD

STATE OF FLORIDA)
)ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared ALAN E. GREENFIELD to me known to be the person described as Subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me, under oath, that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this ____ day of _____, 1995.

NOTARY PUBLIC
State of Florida at large

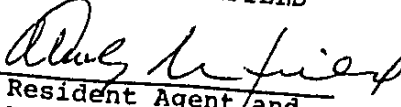
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE MADE.

Pursuant to Chapter 48.091, Florida Statutes, the
following is submitted in compliance with said Act:

First, that 21ST CENTURY GROUP ENTERPRISES, INC. with
its principal office, located at 5240 N.W. 167th Street, Miami,
FL 33014 has named ALAN E. GREENFIELD, located at 2600 Douglas
Road, Suite #911, Coral Gables, Florida 33134, as its agent to
accept service of process within this state.

Having been named to accept service of process for the
above-stated corporation, at the place designated in this
certificate, I hereby accept to act in this capacity, and agree
to comply with the provisions of said Act.

ALAN E. GREENFIELD


Resident Agent and
Registered Agent