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NEW OFFICES OF
CHARLES D. FRANKEN, P.A.

NATIONSBANK PROFESSIONAL CENTER
8181 WEST BROWARD BOULEVARD • SUITE 380
PLANTATION, FLORIDA 33324

PHONE (305) 478-7200
FAX (305) 474-0297

CHARLES D. FRANKEN, ESQUIRE

August 30, 1994

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314
Attn: New Corporations

Re: GABRIEL'S GOLDEN HARP GOURMET COMPANY

Dear Sir/Madame:

The undersigned attorney is herewith submitting the following documents to form the above referenced corporation:

1. Three (3) copies of Articles of Incorporation;
2. Certificate of Designating Place of Business (Registered Agent document); and
3. Check in the amount of \$70.00 to cover the filing fee for said corporation.

We kindly request that you forward back to the undersigned a stamped copy of the Articles of Incorporation with the date of incorporation at your earliest convenience.

If you have any questions, please do not hesitate to call.

Very truly yours,


Charles D. Franken

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Enclosures

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*****70.00 *****70.00

6/16/95


ARTICLES OF INCORPORATION
OF
GABRIEL'S GOLDEN HARP GOURMET COMPANY

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

FIRST: The name of the corporation is:

GABRIEL'S GOLDEN HARP GOURMET COMPANY

SECOND: The principal place of business and mailing address of this corporation shall be:

17801 S.W. 4th Court
Pembroke Pines, FL 33029

THIRD: The aggregate number of shares of stock that this corporation is authorized to issue is Ten Million (10,000,000) Shares of one class only, \$.01 par value.

FOURTH: The street address of the initial registered office of the corporation is 8181 W. Broward Boulevard, Suite 360, Plantation, Florida 33324, and the name of the initial registered agent at such address for the corporation shall be CHARLES D. FRANKEN.


FIFTH: The number of initial Board of Directors shall be one (2) who shall be:

LILLIE MOONEY - President/Director
JOSEPH MOONEY - V.Pres./Secretary/Treas./Dir.

SIXTH: The name and address of each incorporator is as follows:

NAME	ADDRESS
CHARLES D. FRANKEN	8181 W. Broward Boulevard Suite 360 Plantation, FL 33324

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
8th day of JUNE, 1995.



CHARLES D. FRANKEN

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

First--That GABRIEL'S GOLDEN HARP GOURMET COMPANY qualified to
do business under the laws of the State of Florida with its
principal office at 17801 S.W. 4th Court, Pembroke Pines, County of
Broward, State of Florida, hereby designates CHARLES D. FRANKEN,
whose address is 8181 W. Broward Boulevard, Suite 360, Plantation,
FL 33324 as its agent to accept service of process within this
State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

By: _____


CHARLES D. FRANKEN
(Registered Agent)

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CHARLES D. FRANKEN, P.A.

NATIONSBANK PROFESSIONAL CENTER
8181 WEST BROWARD BOULEVARD • SUITE 360
PLANTATION, FLORIDA 33324

CHARLES D. FRANKEN, ENQUIRE

PHONE (305) 476-7200
FAX (305) 424-0287

January 29, 1996

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314
Attn: Amendment Department

Re: Change of Corporate Name from
Gabriel's Golden Harp Gourmet Company to
TeleCom 2000 Motor Club, Inc.

Dear Sir/Madame:

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-02/02/96--01067--009
++++\$35.00 ++++\$35.00

The undersigned is the corporate attorney for the above referenced Florida corporation. We hereby request that you amend the above Florida corporate name from Gabriel's Golden Harp Gourmet Company to TeleCom 2000 Motor Club, Inc. We have enclosed an original and one (1) copy of the Articles of Amendment to that effect. This document has been signed by the corporate officers of said corporation and have been duly notarized.

We have enclosed our check in the amount of \$35.00 as the processing fee for changing this corporate name.

Thank you for your kind cooperation in this matter.

Very truly yours,

Charles D. Franken

CDF:CMF
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Enclosures (\$35.00)

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RECEIVED
DIVISION OF STATE
CORPORATIONS

ARTICLES OF AMENDMENT

OF

Gabriel's Golden Harp Gourmet Company

The Articles of Incorporation of Gabriel's Golden Harp Gourmet Company filed on June 13, 1995, are to be amended as follows:

The FIRST article shall be changed to read as follows:

FIRST: The name of the corporation is:

TeleCom 2000 Motor Club, Inc.

This amendment does not provide for an exchange, reclassification or cancellation of issued shares.

This amendment was adopted by the board of directors and unanimously approved by the shareholders on December 15, 1995.

IN WITNESS WHEREOF, the undersigned President and Secretary of this Corporation have executed these Articles of Amendment this 29th day of January, 1996.

Lillie Mooney, President
LILLIE MOONEY,
President/Director

Joseph Mooney, V.P.
JOSEPH MOONEY,
V. Pres./Secretary/Treas./Dir.

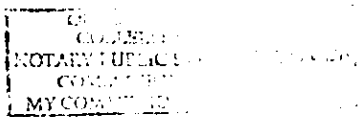
STATE OF FLORIDA §
COUNTY OF BROWARD §

BEFORE ME, the undersigned authority, personally appeared LILLIE MOONEY, as President/Director and JOSEPH MOONEY, Vice President/Secretary/Treasurer/Director, known to me to be the person(s) who executed the foregoing Articles of Amendment and they acknowledged before me that they executed such instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 29th day of January, 1996.

William M. Harker
NOTARY PUBLIC
My Commission Expires:

corp\artamend.nam



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SECRET
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