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WALTER B. LEBOWITZ
420 LINCOLN ROAD, SUITE 238
MIAMI BEACH, FLORIDA 33139
Phone (305) 534-0000
Fax: (305) 672-0000

FILED
95 JUN 28 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 26, 1995

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

Re: EVON BRICE STAFF MANAGEMENT, INC.

Gentleman:

Enclosed please find my Check in the sum of \$70.00 for payment of the filing fee and registered agent's fee for the above new corporation.

Please mail me the enclosed copy after you stamp and date the same showing when it was filed for record.

I CALLED FOR NAME AVAILABILITY PRIOR TO MAILING THIS CORPORATION AND WAS TOLD THIS NAME WAS AVAILABLE. IF IT IS NOT OR If you have any question regarding the above, please call me at (305) 534-0000.

I will accept a collect call if necessary.

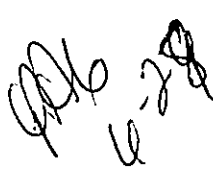
Thank you for your cooperation.

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

Yours very truly,


Walter B. Lebowitz

C:\COV-CORP



ARTICLES OF INCORPORATION OF
EVON BRICE STAFF MANAGEMENT, INC.

ARTICLE I - NAME

The name of this Corporation is: EVON BRICE STAFF MANAGEMENT
INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing
on the date of the filing of these Articles with the Department
of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting
any and/or all lawful business, especially; anything relating to the
staffing and record keeping for other businesses.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000,000 shares
of common stock, at one cent (\$.001) par value, per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal and registered
office of this corporation is 420 Lincoln Road, Suite 238, Miami
Beach, Fl 33139, and the name of the initial registered agent of
this corporation at that address is, WALTER B. LEBOWITZ.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have One (1), Directors constituting
the initial Board of Directors. The number of Directors may be
either increased or decreased from time to time by the By Laws.
The names and addresses of the initial Board of Directors of
this corporation is/are:

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NAME

ADDRESS

Walter Lebowitz, 420 Lincoln Road, #238, Miami Beach, Florida 33139
Director

ARTICLE VII - INCORPORATORS

The name and address of each person signing these Articles
are:

NAME

ADDRESS

Walter Lebowitz, 420 Lincoln Road, #238, Miami Beach, Florida 33139

ARTICLE VIII - INDEMNIFICATION

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

ARTICLE IX - AMENDMENT

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

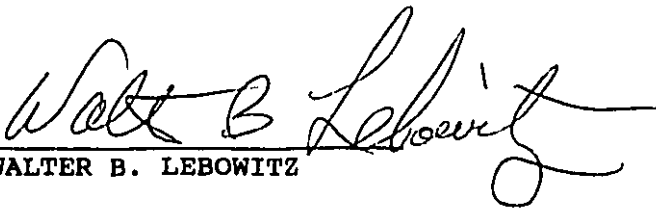
IN WITNESS WHEREOF, the undersigned subscriber has executed
these Articles of Incorporation this 26 day of June, 1955.


Subscriber

Subscriber

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

WALTER B. LEBOWITZ HAVING A BUSINESS OFFICE at 420
Lincoln Road, Suite 238, Miami Beach, FL 33139, and, having been
designated as the Registered Agent in the above and foregoing
Articles, is familiar with and accepts the obligations of the
position or Registered Agent under Section 607.0505, Florida
Statutes.


WALTER B. LEBOWITZ

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