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January 12, 1996

VIA FEDERAL EXPRESS

Secretary of State
State of Florida
Division of Corporations
Attn: New Filing Section
407 E. Gaines Street
Tallahassee, Florida 32399

EFFECTIVE DATE
1-12-96

OF COUNSEL
RICHARD L. ALLEN, JR.
H. ALLAN WEMER
DAVID M. LANDIS, P.A.
DAVID M. LANDIS
JON E. KANE
*ALSO ADMITTED IN OHIO

SPECIAL COUNSEL
CYNTHIA L. NEDER

Re: Dragon Environmental (Financial) Corporation

Dear Sir:

Enclosed herewith please find original and one copy of Articles Incorporation for the above referenced corporation. Also enclosed is our check for the amount of \$122.50, representing the following:

1. Filing Fee	\$35.00
2. Designation of Registered Agent	35.00
3. Certified copy of Articles	52.50
	<u>\$122.50</u>

Please return the certified copy to my attention.

Very truly yours,

DAVID C. WILLIS

DCW/pjs
Enclosures

cc: Mr. Basil J. Meecham

JAN 18 1996 BSB

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-01/16/96--01047--011
****122.50 ****122.50

FILED
96 JAN 16 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
DRAGON ENVIRONMENTAL (FINANCIAL) CORPORATION**

FILED
96 JAN 16 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this Corporation is DRAGON ENVIRONMENTAL (FINANCIAL) CORPORATION.

ARTICLE II

EFFECTIVE DATE
1-12-96

The Corporation may engage in any and all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes. While pursuing its purposes, the Corporation may exercise the powers granted now or in the future by Chapter 607, Florida Statutes, and by common law.

ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue shall be 10,000,000 shares of common stock. Each of such shares shall have a par value of \$.001 per share.

ARTICLE IV

The street address of the place of business of the Corporation is 903 W. Third Street, Sanford, Florida 32771. The address of the initial registered office maintained pursuant to Section 607.0501 F.S. is 225 E. Robinson Street, Suite 600, Orlando, Florida 32801, and the name of the Corporation's initial registered agent to receive service of process is David C. Willis, Esquire.

ARTICLE V

The number of Directors constituting the Initial Board of Directors is 2. The number of Directors may be changed by Resolution of the Directors as provided in the Bylaws. The names and addresses of the Directors are:

<u>Name</u>	<u>Address</u>
Basil J. Meecham	903 W. Third Street Sanford, FL 32771
N. Kenneth Mims	903 W. Third Street Sanford, FL 32771

ARTICLE VI

The name and address of the subscriber is David C. Willis, Esquire.

ARTICLE VII

It is the intention of the Corporation to indemnify its officers, directors, employees, and agents to the extent permitted by Section 607.0850, Florida Statutes.

ARTICLE VIII

The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfer of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements, and when the existence of such agreement is noted on the face or on the back of certificates representing any such shares, such agreement will be binding and enforceable upon any transferee or successor of any party to such agreement.

ARTICLE IX

These Articles shall be effective on January 12, 1996 as provided by Florida Statutes §607.0123(1)(b).

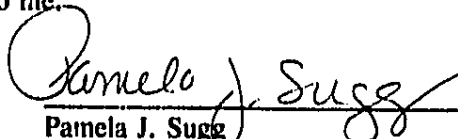
DATED: Jan. 12, 1996.



David C. Willis

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me on January 12, 1996, by David C. Willis, as Subscriber of Dragon Environmental (Financial) Corporation, a Florida corporation, who is personally known to me.



Pamela J. Sugg
Notary Public - State of Florida
My Commission Expires:

(AFFIX NOTARY SEAL)



PAMELA J. SUGG
My Commission 00307100
Expires Jul. 10, 1998

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

FILED

96 JAN 16 AM 9:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

That DRAGON ENVIRONMENTAL (FINANCIAL) CORPORATION desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at Sanford, Seminole County, State of Florida, has named David C. Willis, Esquire as its agent to accept service of process within the State.

ACKNOWLEDGMENT

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 agree to comply with the provisions of said Act relative to keeping open said office.



David C. Willis
(Registered Agent)