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RESPECT CAPITAL GROUP

67 1011 AY R STS 204

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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NEW FILINGS	AMENDMENTS
<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Resignation of R.A., Officer/ Director
<input type="checkbox"/> Limited Liability	<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Domestication	<input type="checkbox"/> Dissolution/Withdrawal
<input type="checkbox"/> Other	<input type="checkbox"/> Merger

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OTHER FILINGS	REGISTRATION/ QUALIFICATION
<input type="checkbox"/> Annual Report	<input type="checkbox"/> Foreign
<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> Limited Partnership
<input type="checkbox"/> Name Reservation	<input type="checkbox"/> Reinstatement
	<input type="checkbox"/> Trademark
	<input type="checkbox"/> Other

APR 20 1996

ARTICLES OF INCORPORATION
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Article I - Name

The name of this corporation is ALLIED ^{Capital} Group, Inc.

Article II - Duration

This corporation shall have perpetual duration commencing on the date of execution and acknowledgment of these Articles.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 10,000 shares of ONE DOLLAR (\$1.00) par value common stock.

Article V - Preemptive Rights

Every shareholder, upon the sale of any unissued stock of this corporation for cash, assets or other consideration, 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 offered to others.

Article VI - Principal Office; Mailing Address

The mailing address of this corporation is 450 FAIRWAY DRIVE Suite 204
DEERFIELD BEACH, FLORIDA
33441

Article VII - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 450 FAIRWAY DRIVE Suite 204
DEERFIELD BEACH, FLA 33441, and the name of the initial registered agent of this corporation at that address is 950 FAIRWAY DRIVE Suite 204
DEERFIELD BEACH, FLA 33441

Article VIII - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be fewer than one. The name and address of the initial director of this corporation is:

ARTHUR GOLDBERG - 375 BEEK AVE Suite 1606
NEW YORK, N.Y. 10021

EDEN GERMAIN - 450 FAIRWAY DRIVE Suite 204
DEERFIELD BEACH, FLA 33441

Article IX - Incorporator

The name and address of the person signing these Articles is:

ALLEN L. HELFMAN
450 FAIRWAY DRIVE Suite 204
DEERFIELD BEACH, FLA 33441

Article X - Indemnification

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

Article XI - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

Article XII - Amendment

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

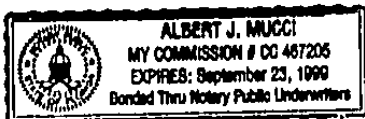
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 15 day of Apr 1996

By: Allen Helfman

STATE OF Fla)
COUNTY OF Broward) SS:

The foregoing instrument was acknowledged before me this 15th day of April, 1996 by ALLEN HELFMAN who is personally known to me or who has produced _____ as identification.

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Albert J. Mucci
Notary Public
ALBERT J. MUCCI
Notary Public Printed
My Commission Number:
My Commission Expires:

Acceptance of Designation

The undersigned, ALLEN L. HEFMAN hereby accepts the designation of himself as registered agent for this corporation and agrees to serve in compliance with all applicable Florida Statutes.

ALLEN L. HEFMAN
Rec'd 4/17/96

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