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FILED
96 OCT 22 AM 11:54
TALLAHASSEE
Telephone
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October 17, 1996

Secretary of State
Division of Corporations
Department of State
The Capitol
Tallahassee, Florida 32301

EFFECTIVE DATE
Oct 17, 1996

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****122.50 ****122.50

Re: Consolidated Equities & Consulting, Inc.

Dear Sir or Madam:

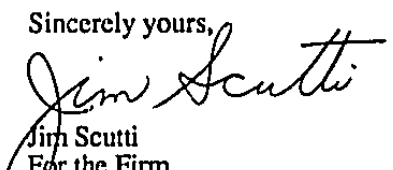
I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>
Total:	\$122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned. A self-addressed, stamped envelope is enclosed for your convenience.

Your prompt attention to this matter would be appreciated.

Sincerely yours,


Jim Scutti
For the Firm

JS/jel
enclosures

cc: James E. Miller, Consolidated Equities & Consulting, Inc.

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ARTICLES OF INCORPORATION
OF
CONSOLIDATED EQUITIES & CONSULTING, INC.

The undersigned, acting as incorporators of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

Article I - Name

The name of this corporation is Consolidated Equities & Consulting, Inc.

Article II - Principal Office and Mailing Address

The principal office and mailing address of the corporation is 6044 Glendale Drive, Boca Raton, Florida 33433.

Article III - Authorized Shares

The maximum number of shares of capital stock which the corporation shall have the authority to issue and have outstanding at any one time shall be 50,000,000, par value of \$.001 per share.

Article IV - Initial Registered Office and Agent

The name and street address of the initial registered agent and office of this corporation is James E. Miller, 6044 Glendale Drive, Boca Raton, Florida 33433.

Article V - Incorporators

The name and address of the Incorporators are:

James E. Miller
6044 Glendale Drive
Boca Raton, FL 33433

Christopher T. Cury
7189 N.W. 49th Street
Ft. Lauderdale, FL 33319

Lindrick C. Napier
2622 Monaco Terrace
Palm Beach Gardens, FL 33410

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Article VI - Initial Board of Directors

This corporation shall have three directors initially. The number of directors may be increased or decreased by the bylaws but shall never be less than one. The name and address of the initial directors are James E. Miller, 6044 Glendale Drive, Boca Raton, FL 33433, Christopher T. Cury, 7189 N.W. 49th Street, Ft. Lauderdale, FL 33319 and Lindrick C. Napier, 2622 Monaco Terrace, Palm Beach Gardens, FL 33410.

Article VII - Purpose

The purpose of this corporation is to transact any and all lawful business.

Article VIII - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

Article IX - Indemnification

The corporation shall indemnify its officers, directors and authorized agents or any former officer, director or authorized agent, for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida Law existing now or hereinafter enacted.

Article X - Affiliated Transactions

This corporation expressly elects not to be governed by Section 607.0901, Florida Statutes, the affiliated transactions provisions of the Florida Business Corporations Act.

Article XI - Control Share Acquisitions

This corporation expressly elects not to be governed by Section 607.0902, Florida Statutes, the control share acquisition provisions of the Florida Business Corporations Act.

Article XII - Amendment

The power to adopt, alter, amend or repeal the Articles of Incorporation shall be vested in the Board of Directors by a majority vote.

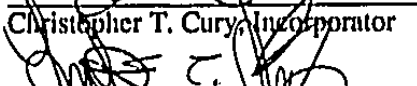
Article XIII - Effective Date

The corporation shall commence on the date of execution and acknowledgement of these Articles.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 17th day of October 1996.



James E. Miller, Incorporator

Christopher T. Cury, Incorporator

Lindrick C. Napier, Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Consolidated Equities & Consulting, Inc.
2. The name and address of the registered agent is:

James E. Miller, 6044 Glendale Drive, Boca Raton, Florida 33433


James E. Miller

Title: Incorporator

Date: October 17, 1996

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


James E. Miller

Title: Registered Agent

Date: October 17, 1996

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