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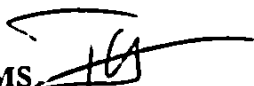
TORBJORN G. LOFGREN
5295 N.E. 20th Avenue
Fort Lauderdale, FL 33308

12/23/1996

Florida Department of State
Division of Corporations
Tallahassee, Florida

Please find Articles of Incorporation for Management Monitor Systems
Corporation, (MMS) Corporation and a check for \$122.50, check number
134. for registration fee.

Permission granted to
Remove (MMS)
See below.

MMS 
Torbjorn G. Lofgren

600002039786--9
-12/27/96--01090--008
****122.50 ****122.50

FILED
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SECRET
TALLAHASSEE, FLORIDA

Torbjorn G. Lofgren GAVE
AUTHORIZATION BY PHONE TO
CORRECT Cup Name
DATE 1-8-97
DOC. EXAM KR

W97-68
KR 1-2-97
KR 1-8-97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 2, 1997

TORBJORN G. LOFGREN
5295 N.E. 20TH AVENUE
FORT LAUDERDALE, FL 33308

SUBJECT: MANAGEMENT MONITOR SYSTEMS CORPORATION, (MMS)
Ref. Number: W97000000068

We have received your document for MANAGEMENT MONITOR SYSTEMS CORPORATION, (MMS) and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Corporations may file using only the corporate name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 697A00000126

**ARTICLES OF INCORPORATION
OF
ARTICLE I NAME**

The name of the corporation is: **MANAGEMENT MONITOR SYSTEMS CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II; DURATION

This corporation shall exist perpetually, commencing on the date of the filing of these Articles of Incorporation.

ARTICLE III PURPOSE

This corporation is organized to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. Without limiting the foregoing, this corporation is organized for the purpose of engineering and design management, manufacturing, purchasing, or otherwise acquiring and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description; to make, execute and receive contracts or assignments or delegations therefore or relating thereto or connected therewith, to manufacture, produce, adapt and prepare, and deal in and/or with any materials, articles or things incidental or required for use in connection with any of said activities; and to manage other corporations and to establish affiliate corporations, domestic and international including international banking; engage in general industry, and to carry on any business which can be advantageously pursued in conjunction with or incidental to any of the above purposes.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue **ONE THOUSAND (1,000)** shares of common stock having no par value.

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

This street address of the initial registered office of this corporation is 5295 N.E. 20th Avenue, Fort Lauderdale, Florida 33308 and the name of the initial registered agent of this corporation at that address is **TORBJORN G. LOFGREN**

ARTICLE VI INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) officers and two (2) directors initially. The number of directors and the number and designation of officers may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names of and the addresses of the initial officer and director of this corporation are:

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VITALIY G. PANASENKO
Arkhipova Street 9/1
R - Moscow, Russia

PRINCE VIKTOR Y. ROMANOV
42 Clarence Road
Rocksdales NSW 2216, Australia

TORBJORN G. LOFGREN
5295 N.E. 20th Avenue
Fort Lauderdale, Florida 33308

ROLF K.K. RONNING
Husvikveien 159, N-3124
Tonsberg, Norway

FELIX MATHEW KARUKAKALAM
83 Heltz Place
Hicksville, New York 11801

ARTICLE VII INCORPORATION

The name and address of the person signing these Articles of Incorporation is:
TORBJORN G. LOFGREN, 5295 N.E. 20th Avenue, Fort Lauderdale, Florida
33308, USA.

ARTICLE VIII INDEMNIFICATION

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

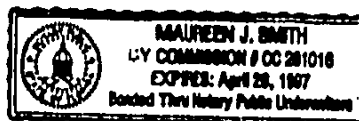
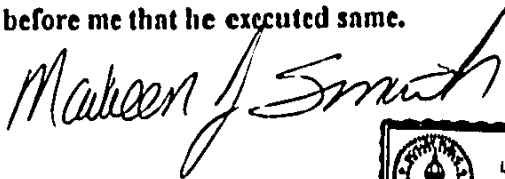
IN WITNESS WHEREOF, the undersigned as Incorporator, has executed these Articles of Incorporation this 11 day of December, 1996.



TORBJORN G. LOFGREN

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, this day personally appeared
TORBJORN G. LOFGREN, to me known personally to be the person described in
and who executed the foregoing Articles of Incorporation, and he acknowledged
before me that he executed same.




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

In compliance with Section 48.091 and Section 607.034, Florida Statutes, the following is submitted:

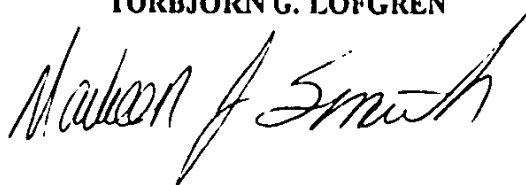
That Management Monitor Systems Corporations desiring to organize under the laws of the State of Florida, with its initial principal office, as indicated in the Articles of Incorporation, at 5295 N.E. 20th Avenue, Fort Lauderdale, County of Broward, State of Florida, has named TORBJORN G. LOFGREN as its agent to accept service of process within the State.

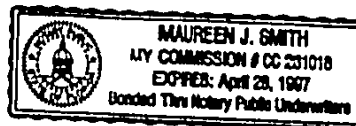
ACKNOWLEDGMENT

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.



TORBJORN G. LOFGREN





FILED
97 JAN -8 PM 1:22
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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