



THE UNITED STATES
CORPORATION
COMPANY

P97000008620

ACCOUNT NO. : 072100000032

REFERENCE : 237364 5014528

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Piquet

ORDER DATE : January 27, 1997

ORDER TIME : 11:25 AM

ORDER NO. : 237364-005

CUSTOMER NO: 5014528

CUSTOMER: Eric B. Lesser, Esq
KRASS & LUND, P.C.

419 Park Avenue South

New York, NY 10016

SECRET
TALLAHASSEE, FLORIDA

97 JAN 28 AM 11:33

FILED

900002071599--2

DOMESTIC FILING

NAME: LONGBOAT KEY CONSULTING GROUP
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Thelmon Washington

EXAMINER'S INITIALS:

RECEIVED
97 JAN 28 PM 2:09
DIVISION OF CORPORATION

KR
1.28.97

97 JAN 28 AM 11:33
FILED
SECRET
TALLAHASSEE, FLORIDA
INC.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is c/o Norman S. Passman, 380 Gulf of Mexico Drive, Apt. 525, Longboat Key, Florida 34228. The name of the initial registered agent of the corporation at such address is Norman S. Passman. The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are as follows:

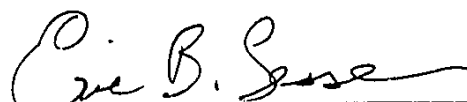
Name	Address
Eric B. Lesser	419 Park Avenue South New York, New York 10016

SIXTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same have been reacquired and have treasury status, and any and all of such rights and options may be granted by the Board of Directors to such persons, firms, corporations, and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SEVENTH: The purpose of the corporation is to transact any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

EIGHTH: The duration of the corporation shall be perpetual.

Date: January 24, 1997


Eric B. Lesser, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

Norman S. Passman
NORMAN S. PASSMAN

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97 JAN 28 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA