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KENNETH L. HENDERSON  
1507 Argyle Drive, #103  
Ft. Lauderdale, Florida 33312  
(954) 232-8422

January 14, 1997

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-01/28/97--01043--008  
\*\*\*122.50 \*\*\*122.50

RE: THE MADISON GROUP, INC

Gentlemen:

Enclosed please find proposed Articles of Incorporation for ONE (1) new Florida Corporation, THE MADISON GROUP, INC, along with a check in the amount of \$122.50.

Please place these documents in line for processing. Thank you very much.

Sincerely,



Kenneth L. Henderson

enclosures

FILED  
97 JAN 28 PM 1:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JAN 31 1997

**FILED**  
97 JAN 28 PM 1:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1.    **NAME.**           The name of the Corporation is:   **THE MADISON GROUP, INC**
2.    **DURATION.**    The period of its duration is perpetual.
3.    **PURPOSE.**    The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
4.    **CAPITAL STOCK.** The corporation is authorized to issue One Hundred Million (100,000,000) shares of common stock, all of one class, at NO Par Value.
5.    **PRINCIPAL OFFICE.** The address of the principal office of the corporation is as follows:

6. **INITIAL REGISTERED AGENT.** The name and address of the initial registered agent of the corporation is as follows:

7. **INITIAL BOARD OF DIRECTORS.** The corporation shall have ONE (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than ONE (1) director.

The name and address of the initial director of the corporation is:

## NAME

## ADDRESS

Kenneth L. Henderson

1507 Argyle Drive, #103  
Ft. Lauderdale, Florida 33312

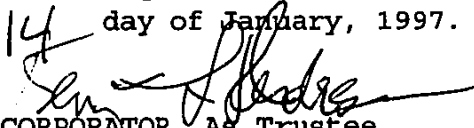
8. **AMENDMENT OF ARTICLES.** The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.
9. **INDEMNIFICATION.** To the extent permitted by law, the corporation shall indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of the corporation.
10. **INCORPORATOR.** The name and address of the incorporator is:

## NAME

## ADDRESS

Kenneth L. Henderson,  
as Trustee1507 Argyle Drive, #103  
Ft. Lauderdale, Florida 33312

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14 day of January, 1997.

  
INCORPORATOR, AS Trustee

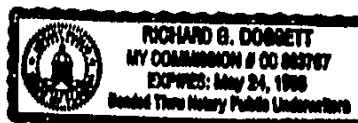
STATE OF FLORIDA           )  
                                  ) SS  
COUNTY OF BROWARD       )

BEFORE ME, the undersigned authority, personally appeared KENNETH L. HENDERSON, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged to and before me, that he executed the same for the purposes therein expressed.

14 IN WITNESS HEREOF, I have hereunto set my hand and seal this day of January, 1997.

  
NOTARY PUBLIC, State of Florida

MY COMMISSION EXPIRES:



**CERTIFICATE DESIGNATING REGISTERED AGENT UPON  
WHOM PROCESS MAY BE SERVED WITHIN THIS STATE**

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

FIRST, that THE MADISON GROUP, INC, a Florida corporation qualified to do business under the laws of this State, has appointed Kenneth L. Henderson as its agent to accept service of process within this State at the following address:

Kenneth L. Henderson  
1507 Argyle Drive, #103  
Ft. Lauderdale, Florida 33312

Having been named to accept service of process for the above stated corporation, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By:

  
Kenneth L. Henderson

January 14, 1997

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