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JANUARY 23, 1997,

Secretary of State
Box 6327
Tallahassee
Florida 32314

RE: EXSEL PLUS MANAGEMENT, INC.

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****122.50 ****122.50

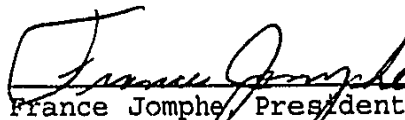
Sir,

You will find a request for the incorporation of EXSEL PLUS
MANAGEMENT, INC.

- 1.- A check of \$122.50 to the order of the Secretary of
State;
- 2.- The Articles of Incorporation of EXSEL PLUS MANAGEMENT,
INC. and the Declaration of the registration
agent.

Very Truly Yours,

EXSEL PLUS MANAGEMENT, INC.


France Jomphe, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
EXSEL PLUS MANAGEMENT, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned, jointly and severally agree with each other to associate ourselves and our successors together as a corporation for profit under the laws of the State of Florida, and so hereby subscribe, acknowledge, and file in the Office of the Secretary of Incorporation, to wit:

ARTICLE I

The corporate name shall be **EXSEL PLUS MANAGEMENT, INC.**

ARTICLE II

The corporation may engage in any activity of business permitted under the laws of the United States and the State of Florida at the following address, which is also the mailing address of the corporation: 2500 Hollywood Blvd., #215
Hollywood, Florida 33020

ARTICLE III

- 1.- The number of shares of authorized capital stock in this corporation shall be two hundred thousand (200,000) shares of common stock with a nominal or par value of \$10.00 each.
- 2.- The capital stock may be paid for in property, labor, service or cash, at a just calculation to be fixed by the stockholder. All such stock shall be fully paid and non-assessable.
- 3.- Two hundred thousand (200,000) shares cumulative preferred stock. The preferred stock will be no par stock/have a par value of \$10.00 per share.

Holders of preferred stock will not be entitled to vote for Directors and other corporate issues (unless for quarterly dividends in a row have been omitted).

ARTICLE IV

The amount of capital with which this corporation will begin business shall be not less than one thousand dollars.

ARTICLE V

The term for which this corporation shall exist shall be perpetual.

ARTICLE VI

The principal office of the corporation shall be in Broward County or at such locations as the corporation may have such other places of business in the State of Florida as the nature and progress of the business of the corporation shall from time to time render necessary and/or desirable. The stockholders may from time to time move the principal office to any other address or place in Florida.

ARTICLE VII

The name and street address, and the number of shares subscribed to by the initial subscriber and director hereto, who is to conduct the business of the corporation until those elected at the organizational meeting is:

NAME:	ADDRESS:	NUMBER OF SHARES:
JOMPHE France	1257 Route de l'Eglise STE-FOY, QC Canada G1W 3P3	-10-

ARTICLE VIII

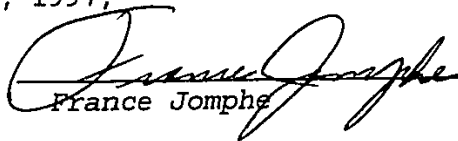
The initial registered office shall be at 2500 Hollywood Boulevard, Suite #215, Hollywood, Florida 33020.

The initial registered agent at the same address shall be Marc Labossière.

ARTICLE IX

- 1.- When the stockholders so determine, any increase of the common stock shall be first offered prorata to the common stockholders who may desire to subscribe for such stock in relation to their then present holdings.
- 2.- Any meeting of the stockholders may be held within or without the State of Florida.
- 3.- Officers of the corporation need not be stockholders.

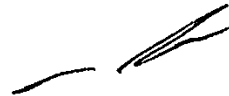
IN WITNESS WHEREOF, the subscribing stockholder has hereunto set his hand and seal, and caused these Articles of Incorporation to be executed this January 23, 1997,


France Jomphe

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTERED AGENT:

Having been named to accept service of process for the above stated corporation, at a place designated in this certificate, I hereby accept said designation as registered agent and agree to comply with the provisions of law relative to keeping said office open.



Marc Labossière, Registered agent