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Juan A. Sanchez
Attorney At Law
10691 N. Kendall Drive, Suite 310
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January 6, 1997

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

FILED
97 FEB -3 PM 6:22
SECRET
TALLAHASSEE, FLORIDA

RE: Articles of Incorporation for The Metec Group, Inc.

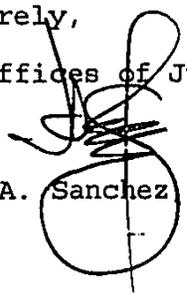
Dear Sir/Madam:

Enclosed please find my check for the filing of the articles of incorporation for the above-referenced corporation which includes the fee for a certified copy of said articles. Please return said certified copy of the articles to the address first listed above.

Should you have any questions please feel free to contact my office.

Sincerely,

Law Offices of Juan A. Sanchez



Juan A. Sanchez Esq.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 14, 1997

JUAN A. SANCHEZ
10691 N. KENDALL DRIVE
SUITE 310
MIAMI, FL 33176

SUBJECT: THE METEC GROUP, INC.
Ref. Number: W97000000888

We have received your document for THE METEC GROUP, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 597A00001831



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 27, 1997

JUAN A. SANCHEZ
10691 N. KENDALL DRIVE
SUITE 310
MIAMI, FL 33176

SUBJECT: THE METEC GROUP, INC.
Ref. Number: W9700000888

We have received your document for THE METEC GROUP, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

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) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 297A00004020

Juan A. Sanchez

Attorney At Law
10691 N. Kendall Drive, Suite 310
Miami, FL 33176
Ph. (305) 275-8550
Fax (305) 275-8553

January 20, 1997

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

RE: W97000000888
Letter No.: 597A00001831
ATTN: Kathy Hyman

Dear Ms. Hyman:

Pursuant to your request enclosed please find the acceptance of registered agent which was inadvertently omitted from the filing.

Sincerely,

Law Offices of Juan A. Sanchez

Juan A. Sanchez, Esq.

JAS/bt

ARTICLES OF INCORPORATION
OF
THE METEC GROUP, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

THE METEC GROUP, INC.

The principal place of business of this corporation shall be 1000 Brickell Avenue, Suite 1000, Miami, Florida 33131.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of stock having \$1 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 1000 Brickell Avenue, Suite 1000, Miami, Florida 33131, and the name of the initial registered agent of the corporation at that address is Eric Torano.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Eric Torano	1000 Brickell Avenue, Suite 1000
President	Miami, Florida 33131

Eric Torano	Same
Secretary/Treasurer	

ARTICLE VII. DIRECTORS

This corporation shall have no Directors, initially. The affairs of the Corporation will be managed by the shareholders until such time as Directors are designated as provided by the Bylaws.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these

Articles of Incorporation is:

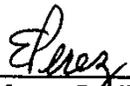
Eric Torano
1000 Brickell Avenue, Suite 1000
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and
seal on this 31st day of DEC., 19 96.

By: 
Eric Torano

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before
me this 31 day of December, 1996, by Eric Torano.


Notary Public, State of Florida at Large

My Commission Expires:

OFFICIAL NOTARY SEAL
E. PEREZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC28207
MY COMMISSION EXP. MAY 18, 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of F.S. 607.0501, 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 **THE METEC GROUP, INC.**
2. The name of the registered agent is **ERIC J. TORANO**
3. The address of the registered agent/registered office is:

**1000 Brickell Ave., Suite 1000
Miami, Florida 33131**

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, 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.



ERIC J. TORANO

Date: January 29, 1997