

1/31/97
P9700010888

To Whom It May Concern:

Please find check for 122.50 plus incorporation
paper for. Cronwell Crown Capital. I have
enclosed a postage paid envelope to have papers
returned overnight. My attorney has scheduled a
Wed. (2/5/97) closing for this corporation. If you
could expedite it would be very much appreciated

100002075211--8
-01/31/97--01101--015
****122.50 ****122.50

Sincerely,

David A. K.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

97 JAN 31 AM 9:42

FILED

2/4

ARTICLES OF INCORPORATION

Of Cromwell Crown Capital, Inc.

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 Cromwell Crown Capital, Inc.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida , or any other state, county, 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 ten million (10,000,000) shares of common stock having a par value of \$.001 per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 4006 Versailles Drive, Orlando, FL 32808, and the name of the initial Registered Agent for the corporation at that address is Daniel A. Kaminsky.

ARTICLE V TERM OF EXISTENCE

This corporation shall exist perpetually.

FILED
97 JAN 31 AM 9:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VI LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Arnold A. Mourino

Daniel A. Kaminsky

ARTICLE VIII INCORPORATOR

The name and address of the incorporator is:

Daniel A. Kaminsky

4006 Versailles Drive

Orlando, FL 32808

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 4th day of January, 1997.

Incorporator:

Daniel A. Kaminsky



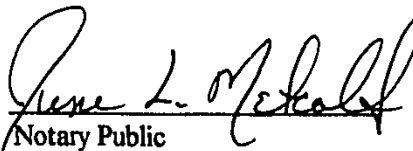
STATE OF Florida
COUNTY OF Orange

The foregoing instrument was executed and acknowledged before me this 30th day of January, 1997, by Daniel A. Kaminsky.

(SEAL)



JUNE L. METCALF
My Commission CC500196
Expires Oct. 09, 1999



Notary Public
State of Florida
My Commission Expires:

**DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT**

The following is submitted in compliance with the laws of the State of Florida.
Cromwell Crown Capital, Inc., a corporation organizing under the laws of the State of Florida
, with its principal office located at 4006 Versailles Drive, Orlando, Florida 32808, has named
Daniel A. Kaminsky, whose address is 4006 Versailles Drive, Orlando, Florida 32808 as its Agent
to accept service of process within this State.

ACCEPTANCE:

I, Daniel A. Kaminsky, agree as Registered Agent to accept service of process; to keep the
office open during prescribed hours; to post my name (and any other officers of said corporation
authorized to accept service of process at the above designated address) in some conspicuous
place in the office as required by law.

Registered Agent:

Daniel A. Kaminsky

FILED
JAN 31 AM 9:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF Florida
COUNTY OF Orange

BEFORE ME, the undersigned authority, this day personally appeared
Daniel A. Kaminsky, who, after being duly sworn, deposes and
says that the facts and matters contained above are true and correct, and that he has executed the
same for the purposes expressed herein.

WITNESS my hand and official seal this 30th day of
January, 1997.

(SEAL)

June L. Metcalf
Notary Public
State of Florida
My Commission Expires:



JUNE L. METCALF
My Commission CC500198
Expires Oct. 09, 1999