



ROSE M. WACK

P97000017483

Secr. of State
Div. of Corporations
Tallahassee, FL

Febr. 17, 1997

Ladies and Gentlemen:

Please find enclosed a check of \$ 122.50 and the Articles of Incorporation for Sunshine State Immobilien, Inc. to cover the fees.

Sincerely yours,

Rose M. Wack

FILED
97 FEB 20 AM 11:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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-02/20/97--01026--003
****122.50 ****122.50

FEB 24 BSB

GERMANY

Industrie Str. 10, 86558 Hohenwart
Tel: (49) 08443 8092 Fax: (49) 08443 8103

U.S.A.

P. O. Box 512, Lehigh Acres, FL 33970
Tel: (813) 368-6160 Fax: (813) 368-6635

ARTICLES OF INCORPORATION

FILED
97 FEB 20 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I. NAME

The name of the corporation is SUNSHINE STATE IMMOBILIEN, INC.

II. Duration

This corporation shall have perpetual existence commencing on the filing of these Articles with the secretary of State, State of Florida.

III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the state of Florida.

IV. CAPITAL STOCK

This corporation is authorized to issue 3,000,000
(Three Million Shares), no par value

V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 904 Lee Blvd, # 104, Lehigh Acres, FL 33936 and the name of the initial registered agent of this corporation at that address is Sealco Group, Inc.
Mailing address: P.O.Box 512, Lehigh Acres, FL 33970-0512

VI. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is

Liliane von Ruexleben, c/o 904 Lee Blvd, Suite 104, Lehigh Acres, FL 33936

VII. INCORPORATOR

The name and address of the person signing these Articles is:
Liliane von Ruexleben, c/o 904 Lee Blvd, Suite 104, Lehigh Acres,
FL 33936

VIII. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IX. MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the board of Directors by means of conference telephone as provided by law.

X. ACTION BY DIRECTORS WITHOUT A MEETING

the Directors of this corporation may take action by written consent, as provided by law.

XI. INDEMNIFICATION

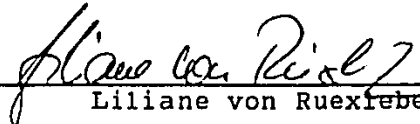
The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XII. By-Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

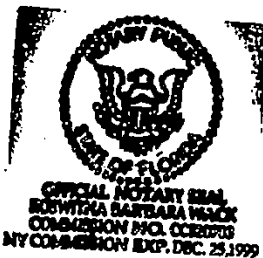
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 6th day of February, 1997


STATE OF FLORIDA
COUNTY OF LEE


Liliane von Ruexleben

Before me, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared Liliane von Ruexleben, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 6th day of February 1997.




Roswitha Barbara Wack
Notary Public

STATE OF FLORIDA
DEPARTMENT OF STATE

FILED

97 FEB 20 AM 11:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate Designating Place of Business or Domicile
Service of Process Within This State, Naming Agent Upon Whom
Process May Be Served, and Names and Addresses of the Officers
and Directors.

The following is submitted, in compliance with
Chapter 48.091, Florida Statutes:

SUNSHINE STATE Immobilien, Inc.
a corporation organized (or organizing) under the laws of the
State of Florida with its principal office at 904 Lee Blvd,
Suite 104, Lehigh Acres, FL 33936

has named Sealco Group, Inc. 904 Lee Blvd, Suite 104,
Lehigh Acres, FL 33936

as its agent to accept service of process within this state.

ACCEPTANCE:

I agree as Resident Agent to accept Service of
Sunshine State Immobilien, Inc.
Process: to keep office open during prescribed hours for the above
stated corporation, at place designated in this certificate,
I hereby accept to act in this capacity and agree to comply
with the provision of said act relative to keeping open said
office.

Rose Wack

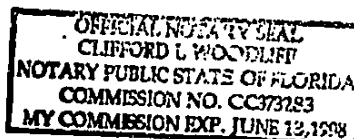
Sealco Group, Inc.
by: Rose Wack, CEO
& President

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this
17th day of February, 1997

Clifford Woodliff
Notary Public
CLIFFORD WOODLIFF

My commission expires:



P97000017484

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

RE: The Oak Group
Inc.

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED

97 FEB 25 PM 12:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TX

AL FEB 25 1997

REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME _____ BY _____
BY Jen CK No. _____
BY 2/25 12:00

WALK-IN Will Pick Up 2/25 12:00

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
_____ Corp. Record Search		
_____ Ltd. Partnership File		
_____ Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
_____ Art. of Amend. File		
_____ Dissolution/Withdrawal		
_____ C U S -		
_____ Fictitious Name File		
_____ Name Reservation		
_____ Annual Report/Reinstatement		
_____ Reg. Agent Service		
_____ Document Filing		
900002097109--0		
_____ Corporate Kit		
_____ Vehicle Search		
_____ Driving Record		
_____ Document Retrieval		
_____ UCC 1 or 3 File		
_____ UCC 11 Search		
_____ UCC 11 Retrieval		
_____ File No.'s, _____ Copies		
_____ Courier Service		
_____ Shipping/Handling		
_____ Phone ()		
_____ Top Priority		
_____ Express Mail Prep.		
_____ FAX () pgs.		
SUBTOTALS _____		

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
.....	\$ _____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION

OF

THE OAK GROUP, INC.

FILED
97 FEB 25 PM 12: 11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is The Oak Group, Inc. and the principal office of the corporation is located at 125 Timber Lane, Jupiter, Florida 33458.

ARTICLE II. DURATION

The term of existence of the corporation is perpetual.

ARTICLE III. PURPOSE

The purpose for which the corporation is organized is to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is SEVEN THOUSAND FIVE HUNDRED (7,500), all of which shall be common shares with par value of One Dollar (\$1.00).

ARTICLE V. REGISTERED OFFICE

The street address of the initial registered office of the corporation is 125 Timber Lane, and the name of the initial registered agent at that address is Odias Smith.

ARTICLE VI. DIRECTORS

The Board of Directors of the corporation shall consist of not less than one nor more than five members. The names and addresses of the first Board of Directors are:

Odias Smith, 125 Timber Lane, Jupiter, Florida 33458
Kathie Smith, 125 Timber Lane, Jupiter, Florida 33458

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator is:

Odias Smith, 125 Timber Lane, Jupiter, Florida 33458

ARTICLE IX. ISSUANCE OF SHARES

The corporation may issue stock in exchange for a written promise to perform services in the future upon written notice to all shareholders prior to the next shareholders' meeting or upon the shareholders' written consent.

24th IN WITNESS WHEREOF, I have subscribed my name this day of February, 1997.

Odlas Smith
Odlas Smith, Incorporator

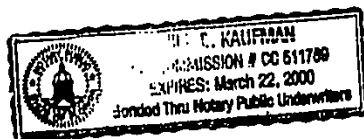
STATE OF FLORIDA
COUNTY OF PALM BEACH

On this day personally appeared before me, the undersigned authority, Odlas Smith, known to me to be the individual who executed the foregoing Articles of Incorporation and he acknowledged before me that the same were executed for the purpose therein expressed.

WITNESS my hand and official seal in the above-named County and State this 24th day of February, 1997.

J. E. Kaufman
Notary Public, State of Florida
My Commission Expires:

(SEAL)



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 607.0501(3) Florida Statutes, the following is submitted:

THE OAK GROUP, INC., desiring to organize under the laws of the State of Florida, with its principal place of business at 125 Timber Lane, Jupiter, Florida 33458, County of Palm Beach, State of Florida, has named Odias Smith, located at 125 Timber Lane, Florida 33458, as its agent to accept service of process within Florida.

DATE: 2/24/97

Odias Smith
Odias Smith, Incorporator

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATE: 2/24/97

Odias Smith
Odias Smith, Registered Agent

FILED
97 FEB 25 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA