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InterOffice (Holdings) Corporation

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*****232.50 *****122.50


February 18, 1997

Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Re: Corporate Registration of:
InterOffice (Holdings) Corporation
InterOffice Management, Inc.

To Whom it May Concern:

Please find enclosed the registration documents for the above listed entities. Also enclosed is a check in the amount of \$232.50 covering fees for registration, registered agent, certified copy and status certificate. The daytime contact person is W. Lawrence LeNeve at (561) 833-7449. Please send the acknowledgement to the below address.

Sincerely,

Paul Swinley

PAS/ss
encl. (2)

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97 FEB 24 AM 10:59
SEC. OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

INTEROFFICE (HOLDINGS) CORPORATION

I, Paul Swinley, do hereby organize a corporation under and by virtue of the provisions of Chapter 607, Florida Statutes, 1975, under the following Articles of Incorporation.

FIRST - NAME

The name of the corporation is INTEROFFICE (HOLDINGS) CORPORATION

SECOND - BUSINESS

The general nature of business or business to be transacted by the Corporation is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

THIRD - CAPITAL STOCK

The capital stock of the corporation shall be and consist of non-assessable common stock having a par value of One Tenth of a Cents (\$0.001) per share. The maximum number of shares of stock which the corporation is authorized to have outstanding at any time is One Million (1,000,000) Shares, unless otherwise amended in accordance with the By-Laws.

FOURTH - CAPITAL

The amount of capital with which the corporation shall begin business shall not be less than One Thousand (\$1,000.00) Dollars.

FIFTH - PERPETUAL TERM

The term for which the corporation shall exist shall be perpetual and its existence shall begin upon the filing of these Articles in the Office of the Secretary of State, State of Florida, and approved by the Secretary of State and State of Florida.

SIXTH - ADDRESS OF CORPORATION

The initial street address of the principal office of the corporation is:

350 South County Road Suite 203
Palm Beach, Florida 33480

SEVENTH - BOARD OF DIRECTORS

The business of this corporation shall be managed and its corporate powers exercised by a board of one or more directors who shall be over the age of twenty-one (21). The director or directors need not be stockholders. The initial Board of Directors shall consist of one (1) member.

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EIGHTH - MEMBERS OF BOARD

The name and street address of the members of the first Board of Directors are:

W. Lawrence LeNeve
350 South County Road Suite 203
Palm Beach, Florida 33480

NINTH - SUBSCRIBERS OF ARTICLES

The name and street address of the person signing these Articles of Incorporation as sole subscriber is: Paul Swinley 350 South County Road Suite 203 Palm Beach, Florida 33480.

TENTH - REGISTERED AGENT

The registered agent for service of process within this State for InterOffice (Holdings) Corporation, shall be Paul Swinley and the address of the registered agent is 350 South County Road Suite 203 Palm Beach, Florida 33480.

ELEVENTH - NO PERSONAL LIABILITY

Neither the stockholders, directors, officers nor agents of the corporation shall be personally liable for debts or obligations of the corporation.


TWELFTH - STOCKHOLDERS' MEETINGS

Except as may be otherwise provided in the By-Laws, any annual or other meeting of stockholders may be held either within or out of the State, and any stockholders may waive notice of any meeting, either before, at or after the meeting.

THIRTEENTH - AMENDMENTS

These Articles of Incorporation may be amended in any manner provided by law.

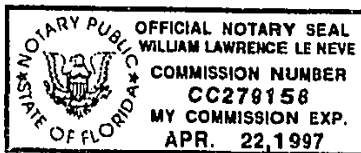
I, the undersigned, being the original subscriber of the Articles of Incorporation of InterOffice (Holdings) Corporation., certify and declare that the facts herein stated are true, that I am sui juris and over twenty-one (21) years of age, and a permanent immigrant of the United States, and that I have hereunto set my hand and seal the 18th day of February, 1997.

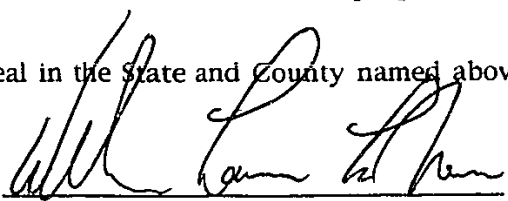

Paul Swinley

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, an officer authorized to take acknowledgements personally appeared Paul Swinley to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to said Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and official seal in the State and County named above, the 18th day of February, 1997.




NOTARY PUBLIC STATE OF FLORIDA
My Commission Expires:

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED;

FIRST, that INTEROFFICE (HOLDINGS) CORPORATION, desiring to organize or
qualify under the laws of the State of Florida, with its principal place of business at
350 South County Road Suite 203 Palm Beach, Florida 33480 has named Paul Swinley,
350 South County Road Suite 203 Palm Beach, Florida 33480 as its agent to accept
service of process within Florida.

DATED: 2/19/97


PAUL SWINLEY

HAVING BEEN NAMED to accept service of process of 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.

DATED: 2/19/97


PAUL SWINLEY

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97 FEB 24 PM 10:59
TALLAHASSEE, FLORIDA