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*Also admitted in New York and New Jersey

USA UPS OVERNIGHT

February 28, 1997

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

700002102567--4
-03/03/97--01088--005
****122.50 ****122.50

Re: EMC Group, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Incorporation and Certificate of Designation of Registered Agent for the above referenced corporation, together with a check in the amount of \$122.50 payable to the Secretary of State. Please file the Articles and forward a certified copy to the undersigned.

Very truly yours,



Vincent J. Profaci

VJP:dw
Enclosures

* Attach files W2000-EMC Group Inc. Department of State 10-501

5/7

Post Office Box 1178, Winter Park, Florida 32790-1178
631 U.S. Highway 1, Suite 306, North Palm Beach, Florida 33408

ARTICLES OF INCORPORATION

of

EMC GROUP, INC.

FILED
97 MAR -3 PM 11:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as Incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I
NAME

The name of this corporation is **EMC GROUP, INC.**

ARTICLE II
ADDRESS OF PRINCIPAL OFFICE

The principal office and street address of this corporation is 346 Tanager Court, Lakeland, Florida 33803-4843.

ARTICLE III
CAPITAL STOCK

The total number of authorized shares of the capital stock of this corporation is one hundred million (100,000,000) shares, divided into two classes, Common stock and Preferred stock. The total number of shares of Common stock authorized is fifty million (50,000,000) shares. The total number of shares of Preferred stock authorized is fifty million (50,000,000) shares.

The Common stock shall be of a single class. No preferences, qualifications, limitations, restrictions, or special rights, other than those provided by law, shall exist with respect to any of the Common shares of the corporation or any of the holders of such shares.

The board of directors is authorized to fix or alter the designations, preferences, and relative, participating, optional, or other special rights, and qualifications, limitations, or restrictions of the Preferred shares, including without limitation of the generality of the above, dividend rights, dividend rates, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), the redemption price or prices and liquidation preferences of any wholly unissued series of preferred shares, and the designation and number of shares constituting any such series, or any of them; and to increase or decrease the number of shares of that series, but not below the

number of shares of such series then outstanding. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 346 Tanager Court, Lakeland, Florida 33803-4843 and the name of the initial registered agent of this corporation at that address is Erhard Sommer.

ARTICLE V
INITIAL BOARD OF DIRECTORS

- A. This corporation shall have three (3) directors initially.
- B. The names and addresses of the initial member of the Board of Directors who shall hold office until their successors are duly elected and have qualified are:

Mr. Erhard Sommer	346 Tanager Court Lakeland, Florida 33803-4843
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Mr. Peter-Mark Bennett	38 Stinson Avenue Nepean, Ontario K2H 6N3
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Mr. Sandro Campagna	1316 Squire Drive Manotik, Ontario K4M 1B8
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ARTICLE VI
INCORPORATORS

The name and address of each Incorporator of this corporation is:

Mr. Erhard Sommer	346 Tanager Court Lakeland, Florida 33803-4843
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ARTICLE VII
INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles on this 25th day of February, 1997.



ERHARD SOMMER
Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, 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: EMC GROUP, INC.
2. The name and address of the registered agent and office is:

Erhard Sommer

(Name)

346 Tanager Court

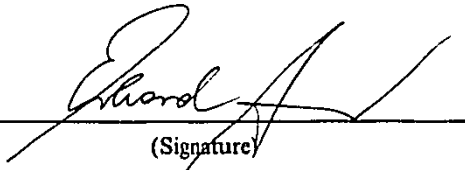
(P. O. Box not acceptable)

Lakeland, Florida 33803-4843

(City/State/Zip)

FILED
97 MAR -3 PM 11:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.


(Signature)

Feb 25, 1997

(Date)