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ACCOUNT NO. : 072100000032

REFERENCE : 301102 81473A

AUTHORIZATION :

Patricia Pzyt

COST LIMIT : \$ 122.50

ORDER DATE : March 20, 1997

ORDER TIME : 11:33 AM

ORDER NO. : 301102-005

800002119338--0

CUSTOMER NO: 81473A

CUSTOMER: Jeff E. Rubin, Esq
TALIANOFF AND RUBIN

Suite 600 C
2699 S. Bayshore Drive
Miami, FL 33133

DOMESTIC FILING

NAME: BIONET ELECTRONICS GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Todd Sterzoy

EXAMINER'S INITIALS:

K.R. MAR 21 1997

FILED
97 MAR 20 AM 9:10
S.C. JUDICIAL STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 MAR 20 PM 12:16

**ARTICLES OF INCORPORATION
FOR
BIONET ELECTRONICS GROUP, INC.**

The undersigned, desiring to form a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights and privileges and immunities of corporations for profit, certifies that:

ARTICLE I.

The name of the corporation is:

BIONET ELECTRONICS GROUP, INC.

The mailing address shall be:

1689 North Hiatus Road, Suite 1261
Pembroke Pines, FL 33026-2129

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE II.

This corporation is organized to carry on and engage in any activity or business permitted under the laws of the United States of America or the State of Florida.

ARTICLE III.

This corporation is authorized to issue Fifty (50) shares of \$10.00 par value common stock.

ARTICLE IV.

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

1689 North Hiatus Road, Suite 1261
Pembroke Pines, FL 33026-2129

The name of the initial registered agent of this corporation is:

SHEILA JONES
1689 North Hiatus Road, Suite 1261
Pembroke Pines, FL 33026-2129

ARTICLE V.

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one (1). The name

and address of the initial directors of this corporation are:

SHEILA JONES
1689 North Hiatus Road, Suite 1261
Pembroke Pines, FL 33026-2129

LUIS MARTINEZ
1689 North Hiatus Road, Suite 1261
Pembroke Pines, FL 33026-2129

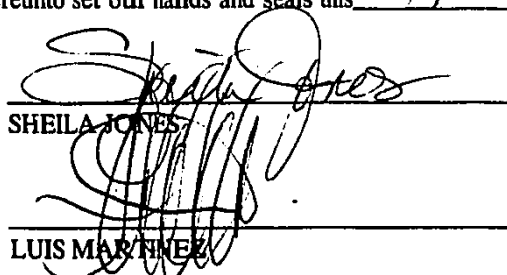
ARTICLE VI.

The names and addresses of the persons who are the incorporators signing these Articles are:

SHEILA JONES
1689 North Hiatus Road, Suite 1261
Pembroke Pines, FL 33026-2129

LUIS MARTINEZ
1689 North Hiatus Road, Suite 1261
Pembroke Pines, FL 33026-2129

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 14th day of
March, 1997.



SHEILA JONES

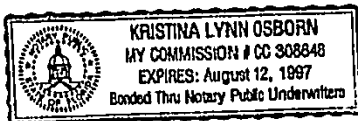
LUIS MARTINEZ

STATE OF FLORIDA }
 Broward } SS:
COUNTY OF ~~Dade~~ }

BEFORE ME, the undersigned authority, personally appeared, SHEILA JONES and LUIS MARTINEZ, who are, (personally known to me) or (who have produced as identification and who did take an oath), the persons described in and who executed and subscribed to

The above Articles of Incorporation, and that they acknowledged before me that they executed the same and subscribed to the same for the purposes therein expressed.

Sworn and subscribed before me, this 14th day of March, 1997.



Kristina Lynn Osborn
Notary Public

Kristina Lynn Osborn
Print Name

My commission Expires: 8/12/97

I, SHEILA JONES, having been designated as the Registered Agent in the above and foregoing articles, and am familiar with and accept the obligations of the position of registered agent.

Sheila Jones
SHEILA JONES

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TALLAHASSEE, FLORIDA