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OPOGEE PROJECTS, INC.

1550 ZULETA AVENUE

CORAL GABLES, FL 33146

305-665-8919

March 24, 1997

Mr. Steven Godfrey
Florida Department of State
Corporate Specialist
Divisions of Corporations
PO BOX 6327
Tallahassee, Florida 32314

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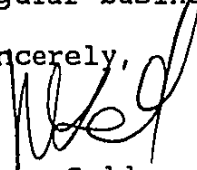
RE: Opogee Projects, Inc.

Dear Mr. Godfrey:

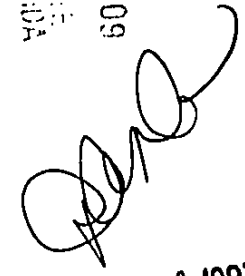
Enclosed please find the Articles of Incorporation for Opogee Projects, Inc., together with a check in the amount of \$122.50. I have amended the same to include a listing of the corporation's principal office and have noted that the principal office and the registered office address are the same. This notations have been made in the documents.

For your records, the above address should be used as a return address. It is both the corporate office address and the registered office address. The telephone number set forth above is a number we are using at this time. You may reach me there during regular business hours.

Sincerely,


Myron Gold
MMG/me

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ARTICLES OF INCORPORATION.

OF

OPOGEE PROJECTS, INC.

ARTICLE I. CORPORATE NAME AND PRINCIPAL OFFICE.

The name of this corporation is: OPOGEE PROJECTS, INC. The principal address of the corporation is:

1550 ZULETA AVENUE
CORAL GABLES, FL 33146

This principal address of the corporation is the same as the registered office address set forth below.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100,000 shares of common stock having a par value of \$.01 per share.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence, commencing on March 24, 1997.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

MYRON GOLD
1550 ZULETA AVENUE
CORAL GABLES, FL 33146

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS.

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

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ARTICLE VII. INITIAL DIRECTOR.

The names of the initial directors of this Corporation and their street addresses are:

MYRON GOLD
1550 ZULETA AVENUE
CORAL GABLES, FL 33146

The person named as initial director shall hold office for the first year of existence of this Corporation or until her successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR.

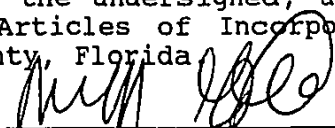
The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

MYRON GOLD
1550 ZULETA AVENUE
CORAL GABLES, FL 33146

ARTICLE IX. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.


IN WITNESS WHEREOF, the undersigned, as Incorporators, has executed the foregoing Articles of Incorporation on March 24, 1997, in Miami, Dade County, Florida.



MYRON GOLD, Incorporator

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, a Notary Public, personally appeared MYRON GOLD to me known to be the person described as Incorporators and who executed the foregoing Articles of Incorporation, and each acknowledged before me that she subscribed to these Articles of Incorporation on March 24, 1997.



Notary Public, State of Florida at Large
My commission expires:
Printed Name: _____

(SEAL)



BRUCE ROSEGLATT
My Commission OC883783
Expires Jun. 10, 2000

MYRON M. GOLD
1550 ZULETA AVENUE
CORAL GABLES, FL 33181

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SECRET
TALLAHASSEE, FLORIDA

March 24, 1997

Division of Corporations
Department of State
Post Office Box 327
Tallahassee, Florida 32314

Attention filing Department

RE: Apogee Projects, Inc.
Acceptance of Registered Agent

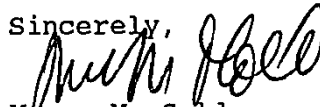
Dear Clerk:

Enclosed please find the Articles of Incorporation for the above named corporation together with a check for the filing fee.

I am herewith also accepting appointment as the registered agent for said corporation. If there is a special form that you wish for me to sign, please forward the same to me.

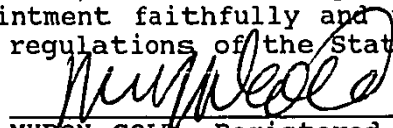
Thank you.

Sincerely,


Myron M. Gold
MG/me/enc.

ACCEPTANCE OF DESIGNATED REGISTERED AGENT

I, MYRON GOLD, do hereby acknowledge appointment as the registered agent for Apogee Projects, Inc., and accept the same and do hereby accept the appointment of registered agent for Apogee Projects, Inc., and further agree to perform all of the duties of said appointment faithfully and in compliance with all statutes, rules and regulations of the State of Florida.



MYRON GOLD, Registered Agent,
Apogee Projects, Inc.