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RONALD R. FRIEDMAN, J.D., LL.M.

Board Certified - Wills, Trusts & Estates

(Member of Florida and New Jersey Bars)

April 2, 1997

Secretary of State
Bureau of Corporate Records
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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Re: C & W CONSULTING, INC.
Articles of Incorporation

Dear Sir\Madam:

Enclosed for filing please find executed original and duplicate original of the Articles of Incorporation of the above referenced corporation, together with a check in the amount of \$122.50 representing the filing fee and the cost of a certified copy.

Kindly file said Articles of Incorporation and return a certified copy of same to this office upon completion of the filing process.

Should there be any questions, please do not hesitate to let us know. Thank you.

Very truly yours,

Ronald R. Friedman

Ronald R. Friedman
Enc.

FILED
SECRETARY OF STATE
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D. BROWN APR - 8 1997

ARTICLES OF INCORPORATION

OF

C & W CONSULTING INC.

THE UNDERSIGNED, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation shall be: C & W CONSULTING INC. The address and mailing address of the corporation's principal office shall be:

4590 Carlton Golf Drive
Lake Worth, Florida 33467

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose is to engage in any activities or business permitted under the laws of the United States and of Florida.

ARTICLE IV

The corporation shall have the authority to issue 100 shares of common stock, all of one class, at One Dollar (\$1.00) par value.

ARTICLE V

The address of its initial registered office of the corporation is 40 S.E. 5th Street, Suite 405, Boca Raton, Florida 33432, and the name of its registered agent is Ronald R. Friedman.

ARTICLE VI

The number of directors constituting its initial Board of Directors is two (2), whose names and addresses are:

Harry S. Wittson, 8 Blacksmith Lane, Dix Hills, East Northport P.O., N.Y. 11731

Margarita Cofresi, 8 Blacksmith Lane, Dix Hills, East Northport P.O., N.Y. 11731

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ARTICLE VII

The names and address of the incorporators are:

Harry S. Wittson, 8 Blacksmith Lane, Dix Hills, East Northport P.O., N.Y. 11731

Margarita Cofresi, 8 Blacksmith Lane, Dix Hills, East Northport P.O., N.Y. 11731

ARTICLE VIII

Preemptive rights shall be as follows:

The shareholders shall have the preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such shares of stock as may be issued from time to time, in addition to that stock authorized and issued by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder of common stock currently authorized and issued.

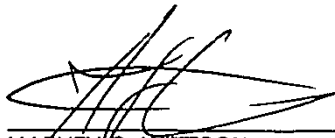
ARTICLE IX

Unless otherwise provided in this Corporation's By-Laws, no shares of the capital stock of this Corporation may be transferred without the prior approval of the Corporation's Board of Directors.

ARTICLE X

The Corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereafter enacted.

IN WITNESS WHEREOF, we have subscribed our names this 25 day of MARCH 1997.


HARVEY S. WITTON


MARGARITA COFRESI

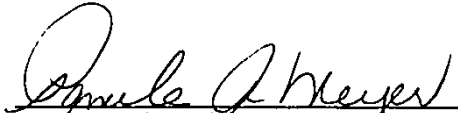
STATE OF NEW YORK

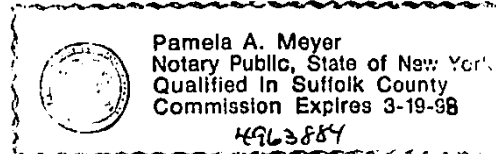
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COUNTY OF SUFFOLK

BEFORE ME, the undersigned authority, personally appeared Harvey S. Witton and Margarita Cofresi, who are personally known to me and who did not take an oath, and they freely and voluntarily acknowledged before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the county and state aforesaid, this 25 day of March, 1997.


Notary Public of the State of New York
My Commission Expires: 3-19-98



ACKNOWLEDGMENT

Having been named to accept service of process for this corporation, at the place designated in Article V, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida General Corporation Act relative to keeping open said office.



Ronald R. Friedman

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