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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: 2061, INC.

AUDIT NUMBER.....H97000005738

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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ARTICLES OF INCORPORATION  
OF  
2061, INC.

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

WITNESSETH:

ARTICLE I  
NAME

The name of the Corporation is:

2061, INC.

The mailing address is:

265 South Federal Highway, Suite 282  
Dearfield Beach, 33441

ARTICLE II  
DURATION

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of the State of Florida.

ARTICLE III  
PURPOSES

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV  
CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE V  
QUORUM FOR STOCKHOLDERS MEETINGS

Unless otherwise provided for in the corporation's bylaws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

Prepared By: Diane M. Perry, Esquire  
2455 E. Sunrise Blvd, Suite 905  
Ft. Lauderdale, FL 33304  
Tel. (954) 564-6616  
FBN. 699950

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EMPIRE CORPORATE KIT

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ARTICLE VI  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation is: 2455 E. Sunrise Blvd., Suite 905, Fort Lauderdale, Florida 33304, and the name of the initial registered agent of this Corporation is: Diane M. Perry, Esquire.

ARTICLE VII  
INITIAL BOARD OF DIRECTORS

This Corporation shall have one director. The number of directors may be either increased or decreased from time to time in the manner provided in the Bylaws, but shall be never less than one. The name and address of the Director of the Corporation is as follows:

Gilbert W. Kendrick  
265 South Federal Highway, Suite 282  
Deerfield Beach, FL 33441

ARTICLE VIII  
INDEMNIFICATION

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 hereinafter enacted.

ARTICLE IX  
LIMITATION ON SHAREHOLDER SUITS

Shareholders shall not have a cause of action against the Corporation's officers, directors or agents as a result of any action taken, or as a result of their failure to take any action, unless deprivation of such right is deemed a nullity because, in the specific case, deprivation of a right of action would be impermissibly in conflict with the public policy of the State of Florida. The fact that this Article shall be inapplicable in certain circumstances shall not render it inapplicable in any other circumstances and the Courts of the State of Florida are hereby granted specific authority to restructure this Article, on a case by case basis or generally, as required to most fully give legal effect to its intent.

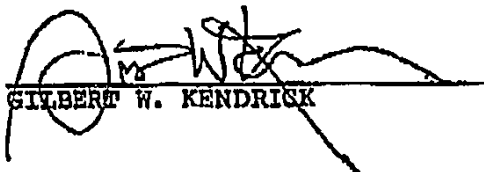
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**ARTICLE X  
INCORPORATOR**


The Incorporator is Gilbert W. Kendrick. The Incorporator's address is 265 South Federal Highway, Suite 282, Deerfield Beach, FL 33441.

IN WITNESS WHEREOF, I have subscribed my name this 8th day of APRIL, 1997.

  
GILBERT W. KENDRICK

STATE OF FLORIDA  
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 8th day of APRIL, 1997, by GILBERT W. KENDRICK, who is personally known to me / or who has produced the foregoing identification FL Lic # K536-299-52-185-0.

  
NOTARY PUBLIC  
Name: JUNE PORTER

My Commission expires: 2/14/2000  
Commission Number: CC532619.



JANE PORTER  
My Commission CC532619  
Expires Feb. 14, 2000

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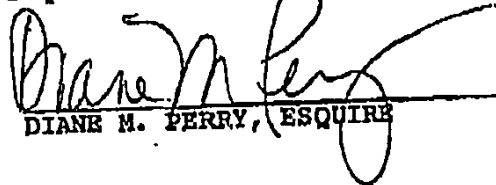
CERTIFICATE DESIGNATING REGISTERED AGENT

In compliance with Section 48.091 Florida Statutes, the following is submitted:

That 2061, INC. desires to organize under the laws of the State of Florida and has named:

Diane M. Perry, Esquire  
2455 E. Sunrise Blvd., Suite 905  
Fort Lauderdale, Florida 33304

as its agent to accept service of process within the State of Florida.

  
DIANE M. PERRY, ESQUIRE

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