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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: NEWTEK, INC. *Newton Advanced Technologies, Inc.*

AUDIT NUMBER.....H97000005971

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 16



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 16, 1997

EMPIRE

SUBJECT: NEWTON ADVANCED TECHNOLOGIES, INC.
REF: W97000008850

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The electronically submitted document must also include the preparer's Florida Bar membership number in the lower left hand corner of the document if the preparer is a member of the Florida Bar.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Lunt
Corporate Specialist

FAX Aud. #: H97000005971
Letter Number: 697A00019268

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ARTICLES OF INCORPORATION
OF
NEWTON ADVANCED TECHNOLOGIES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NEWTON ADVANCED TECHNOLOGIES, INC.

The name of the Corporation is: NEWTON ADVANCED TECHNOLOGIES, INC.

ARTICLE II

The Corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida. The Corporation shall exist perpetually.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of One-Hundred (100) shares of one class of common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

This instrument prepared by:

MICHAEL A. VANDETTY, Esq.
16853 N.E. 2nd Avenue, #304
North Miami Beach, FL 33162
(305) 652-3999
FBN 315-273

P.03/06

EMPIRE CORPORATE KIT

APR-16-1997 13:50

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ARTICLE IV
PREEMPTIVE RIGHTS

All shareholders of the Corporation shall be vested with full preemptive rights.

ARTICLE V
INDEMNIFICATION

The Corporation shall indemnify any officer or director, to the full extent permitted by law, except as to suits by any such officer or director against the Corporation.

ARTICLE VI
INITIAL REGISTERED AGENT AND
INITIAL REGISTERED AND PRINCIPAL OFFICE

The Corporation's Initial Registered Agent and Registered Office in the State of Florida is:

INITIAL REGISTERED AGENT:	TERRY L. NEWTON
INITIAL REGISTERED OFFICE:	3935 N.W. 75 TERRACE LAUDERHILL, FLORIDA 33319
INITIAL PRINCIPAL OFFICE OF CORPORATION:	3935 N.W. 75 TERRACE LAUDERHILL, FLORIDA 33319

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ACKNOWLEDGEMENT AND CONSENT

OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.


TERRY L. NEWTON
REGISTERED AGENT

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The number of Directors constituting the Initial Board of Directors of the Corporation is one (1).

ARTICLE VIII

INITIAL DIRECTORS

The name and address of the Initial member of the Board of Directors is:

TERRY L. NEWTON
3935 N.W. 75 TERRACE
LAUDERHILL, FLORIDA 33319

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ARTICLE IX
INCORPORATOR

The names and addresses of the incorporator executing these Articles of Incorporation is:

INCORPORATOR: TERRY L. NEWTON

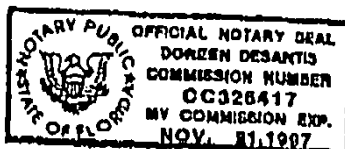
ADDRESSES: 3935 N.W. 75 TERRACE
LAUDERHILL, FLORIDA 33318


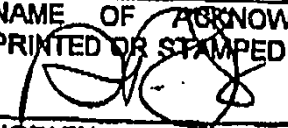

TERRY L. NEWTON
INCORPORATOR

STATE OF FLORIDA)
COUNTY OF BROWARD) ;SS

I HEREBY CERTIFY that on this day before me, a notary public, duly-authorized in the State and County above-named to take acknowledgements, personally appeared TERRY L. NEWTON, to be known to be the person described as the incorporator, and who executed the foregoing Articles of Incorporation.

The foregoing instrument was acknowledged before me this 11 day of April, 1997, by TERRY L. NEWTON, who is personally known to me or who has produced D. L., as identification and who did take an oath.




NAME OF ACKNOWLEDGER; TYPED,
PRINTED OR STAMPED

NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

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