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DODEK & CO

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AVENTURA, FLORIDA 33180

NEW ADDRESS

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June 15, 1997

Secretary of State
Articles of Incorp.
Florida Department of State
New Filing Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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****131.25 ****131.25

Gentlemen:

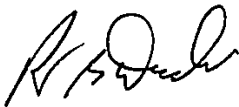
Enclosed please find the proposed articles of incorporation for the following:

Orbital Group, Inc..

Enclosed is check for \$ 131.25 for the filing fee and for the Certificates of Good Standing of the above referenced corporation.

Thank you for your attention.

Sincerely,



Robert B. Dodek

FILED
97 JUL 17 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P. GARDNER JUL 18 1997

**ARTICLES OF INCORPORATION
OF
ORBITAL GROUP, INC.**

ARTICLE I

The name of the corporation shall be: ORBITAL GROUP, INC.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and of this state .

ARTICLE III

1. The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 50,000 shares of common stock having \$0.01 par value.

2. The capital may be paid for with property, labor or services, at a just valuation to be fixed by the incorporators, or by the directors at a meeting called for such purposes or at the organization meeting.

3. Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services to be fixed by the directors of the company.

ARTICLE IV

Except as otherwise provided by the law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE V

The existence of the corporation is perpetual.

ARTICLE VI

The street address of the initial registered office of this corporation is:
90 Park Drive , Bal Harbor, Florida 33154 And the initial registered agent of this corporation at the above address is: Andrew Uribe

FILED
97 JUL 17 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII

The business of the corporation shall be managed by a Board of Directors consisting of not less than one or more than nine(9) persons.

ARTICLE VIII

The name and street address of the member of the first Board of Directors who, unless provided by the Articles of Incorporation, or by the By-Laws, shall hold office for the first year of existence of the corporation, or until his/her successor is elected or appointed and have qualified, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
ANDREW URIBE	90 PARK DRIVE BAL HARBOR, FLORIDA 33154

ARTICLE IX

The name and street address of the party signing the Articles of Incorporation as subscribed as follows:

<u>NAME</u>	<u>ADDRESS</u>
ANDREW URIBE	90 PARK DRIVE , BAL HARBOR, FL. 33154

ARTICLE X

The principal office Address of the corporation is:
90 Park Drive, Bal Harbor, Florida 33154

ARTICLE XI

The Board of Directors shall be elected at the annual meeting of the shareholders of the corporation by a majority vote of those shareholders attending said meeting in person or by Proxy.

ARTICLE XII

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of Incorporation this 16 day of June, 1997.


Andrew Uribe

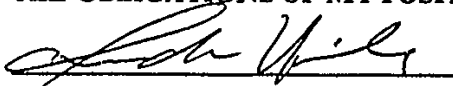
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is: Orbital Group, Inc.
2. The name and address of the registered agent and office is:
Andrew Uribe
90 Park Drive
Bal Harbor, Florida 33154

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



DATE: June 16, 1997