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* PLEASE REPLY TO OUR
MIAMI BEACH OFFICE

P97000063221

July 14, 1997

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399
Attn: New Filings

RE: INTELLIGENT BUILDING SYSTEMS, INC.

600002242816--7
-07/21/97-01088-009
***122.50 ***122.50

Gentlemen:

Enclosed herewith please find the original and a copy of the Articles of Incorporation of Intelligent Building Systems, Inc., duly executed by the Incorporator and Registered Agent thereof.

I am also enclosing a check in the amount of One hundred twenty-two dollars and 50/100 (\$122.50) representing the fee for the filing of these Articles of Incorporation and a certified copy.

Should you have any questions, please contact the undersigned.

Very truly yours,

PAUL B. STEINBERG

PBS/slr
enc.

FILED
97 JUL 21 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW YORK OFFICE
674 FIFTH AVENUE
2ND FLOOR
NEW YORK, N.Y. 10036
(212) 391-2080

mc 7/22/97

FILED

ARTICLES OF INCORPORATION 97 JUL 21 AM 11:41

OF

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

INTELLIGENT BUILDING SYSTEMS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I.
Name**

The name of the corporation shall be:

INTELLIGENT BUILDING SYSTEMS, INC.

**ARTICLE II.
Nature of Business**

This corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE III.
Capital Stock**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock having Five dollar (\$5.00) par value. The corporation will begin business with Five hundred dollars (\$500.00) in capital. The proceeds of stock subscribed for will be at least as much as the amount necessary to begin business.

**ARTICLE IV.
Principal Place of Business**

The street address of the initial principal place of business of the corporation shall be 221 N.E. 129th Street, North Miami, Florida 33161, or such other location as the Board of Directors may designate.

**ARTICLE V.
Term of Existence**

This corporation shall exist perpetually.

**ARTICLE VI.
Initial Board of Directors**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws but shall never be less than one.

**ARTICLE VII.
Subscriber**

The name and street address of the subscriber of this corporation is:

Robert D. Slewett, Esq.
767 Arthur Godfrey Road
Miami Beach, Florida 33140

**ARTICLE VIII.
Officers**

The name and street address of the officers of this corporation is:

NAME/ADDRESS	POSITION
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Brian M. Young
221 N.E. 129th Street
North Miami, Florida 33161

President/Director

**ARTICLE VIII.
Registered Office and Registered Agent**

The street address of the initial registered office of this corporation is 767 Arthur Godfrey Road, Miami Beach, Florida 33140, and the name of the initial registered agent of this corporation at that address is PAUL B. STEINBERG, Esq.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Miami Beach, Dade County, Florida, for the uses and purposes aforesaid, this 14 day of July 1997.



ROBERT D. SLEWETT, Esq.
Subscriber

STATE OF FLORIDA)
)ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared **Robert D. Slewett, Esq.**, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed said instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the County and State aforesaid this 14 day of July 1997.



NOTARY PUBLIC
State of Florida at Large

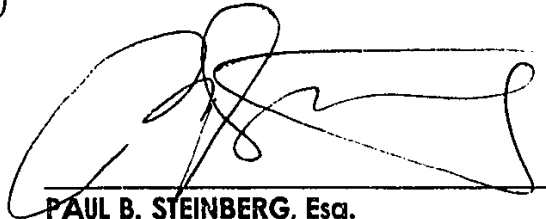


PAUL B. STEINBERG
My Commission CC327407
Expires Nov. 21, 1997
Bonded by HAI
800-422-1655

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the foregoing appointment as registered agent for **INTELLIGENT BUILDING SYSTEMS, INC.** and agrees to comply with the provisions of these Articles and the applicable Florida Statutes.

Dated this 14 day of July, 1997.



PAUL B. STEINBERG, Esq.
Registered Agent

FILED
97 JUL 21 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA