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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 473351 7133192

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 24, 1997

ORDER TIME : 10:04 AM

ORDER NO. : 473351-025

CUSTOMER NO: 7133192

CUSTOMER: Mr. Jay H. Wetcher
JAY H. WETCHER, C.P.A.

1041 Fairfax Lane

Fort Lauderdale, FL 33326

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-07/24/97--01069--018
****122.50 ****122.50

DOMESTIC FILING

NAME: FEDERAL PARTNERSHIP HOLDINGS,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS: _____

TALLAHASSEE, FLORIDA
97 JUL 24 PM 3:56
FILE

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JUL 24 PM 12:22
RECEIVED
JUL 24 1997
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EFFECTIVE DATE
7/18/97

ARTICLES OF INCORPORATION
OF

FEDERAL PARTNERSHIP HOLDINGS, INC.

FILED

97 JUL 24 PM 3:56

SHARVIL T. ... STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

Federal Partnership Holdings, Inc.

ARTICLE II

The principal place of business and mailing address of this corporation shall be:

1424 NW LeJeune Road
Miami, FL 33126

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock are as follows:

<u>NUMBER OF SHARES</u> <u>AUTHORIZED</u>	<u>PAR VALUE</u> <u>PER SHARE</u>	<u>CLASS OF</u> <u>STOCK</u>
1,000	\$.01	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

ARTICLE IV

This Corporation shall commence its existence immediately upon the execution of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The name and address of the initial registered agent is:

Les Klein
C/O Pershing Industries, Inc.
1424 NW LeJeune Road
Miami, FL 33126

ARTICLE VI

The corporation shall have two (2) directors initially. The name and address of the first directors of the Corporation, who shall hold office for the first year or until their successor is duly elected and qualified, are:

	<u>Name</u>	<u>Address</u>
1.	Janice Revitz	10130 W. Broadview Drive Bay Harbor Island, Florida 33154
2.	Mark Revitz	10665 N.E. Quaybridge Court Miami, FL 33138

ARTICLE VII

The name and address of the incorporator is:

Les Klein
C/O Pershing Industries, Inc.
1424 NW LeJeune Road
Miami, FL 33126

ARTICLE VIII

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE IX

The purpose of this corporation is to engage in any lawful purpose permitted under the laws of the State of Florida.

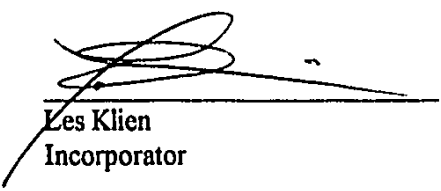
ARTICLE X

The private property of the shareholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE XI

This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 18th day of July, 1997.



Les Klien
Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICES OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with the laws of the State of Florida, the following is submitted:

First - That Federal Partnership Holdings, Inc. desiring to organize under the laws of the State of Florida, has designated 1424 NW LeJeune Road, Miami, FL 33126 as the place of business for the services of process within this state.

Second - That the above corporation has named Les Klein as its statutory registered agent.

Having been named the statutory agent of the above corporation at the place designated in this Certificate, I hereby accept the same and agree to act in the capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 18th day of July, 1997.


Les Klein
Registered Agent

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TALLAHASSEE, FLORIDA