WARREN N. McMILLEN, JR.
Certified Public Accountant
Professional Association
(407) 647-2200
Fax (407) 647-3675

225 S. Swoope Avenue
Suite 105
Maitland, Florida 32751-5786

Reply To:
P.O. Box 940609
Maitland, Florida 32794-0609

P9700006485

July 18, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

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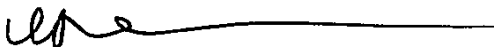****122.50 ****122.50

Re: Corporate Charter
    Jerusalem Angels, Inc.

Gentlemen:

I have enclosed two copies of the Articles of Incorpor-
ation for Jerusalem Angels, Inc. Also enclosed is
a check for $122.50 in payment of filing fees, $35.00;
certified copy, $52.50 and registered agent designation,
$35.00.

If you have any questions, please contact me.

                    Very truly yours,

                    Warren N. McMillen, Jr., C.P.A.

EFFECTIVE DATE

7|18|97

ARTICLES OF INCORPORATION
OF
JERUSALEM ANGELS, INC.

ARTICLE I - NAME OF CORPORATION

The name of this corporation is JERUSALEM ANGELS,

INC.

ARTICLE II - PURPOSES

This corporation is organized for the purposes of

transacting any or all lawfull business.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 5,000 shares of

One Dollar ($1.00) par value common stock.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of

this corporation is 5343 Jade Circle, Orlando, Florida 32812

and the name and address of the initial Registered Agent

of the corporation is Lori Needham, 5343 Jade Circle,

Orlando, Florida 32812.

ARTICLE V

This corporation shall exist perpetually unless sooner

dissolved according to law, and said corporation's existence

shall commence on the date of subscription and acklowledge-

ment of these Articles of Incorporation.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one Director initially. The

number of Directors may be either increased or diminished

from time to time by the By-Laws, but shall never be less

than one.

The name and address of the initial Director of this corporation is:

> Lori Needham
> 5343 Jade Circle
> Orlando, Florida 32812

ARTICLE VII - INCORPORATOR

The name and address of the person signing these

ARTICLES OF INCORPORATION IS:

> Lori Needham
> 5343 Jade Circle
> Orlando, Florida 32812

IN WITNESS WHEREOF, the undersigned subscriber has

executed these ARTICLES OF INCORPORATION this __18th__ day

of _____July_____, 1997.

x _Lori Needham_ .
LORI NEEDHAM

STATE OF FLORIDA

County of Orange

    BEFORE ME, a Notary Public authorized to take
acknowledgements in the State and County set forth above,
personally appeared LORI NEEDHAM, known to me and known by
me to be the personal who executed the foregoing ARTICLES OF
INCORPORATION, and he acknowledged before me that he
executed those ARTICLES OF INCORPORATION.
    IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal, in the State and County aforesaid,
this __18th__ day of _____July_____, 1997.

Karen H. McMillen .
NOTARY PUBLIC

MY COMMISSION EXPIRES:

> KAREN H. McMILLEN
> Notary Public, State of Florida
> My comm. expires Oct. 23, 1997
> No. CC 311085

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

In pursuance of Chaper 48.091, Florida Statutes, the
following is submitted in compliance with said Act.
FIRST: That JERUSALEM ANGELS, INC. desiring to
organize under the Laws of the State of Florida, with its
principal offices located at 5343 Jade Circle, Florida
32812, has named LORI NEEDHAM, whose address is 5343 Jade
Circle, Orlando, Florida 32812, as its agent to accept
service of process within this State.
SECOND: Having been named to accept service of process
for the above state corporation, at the place designated in
this Certificate, I hereby accept to act in this capacity
and agree to comply with the provisions of said Act relative
to keeping open said office.

x _Lori Needham_____
LORI NEEDHAM