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9/16/97

Hon. Sandra B. Mortham  
Florida Department of State  
Secretary Of State  
P.O. Box 6327  
Division of Corporation  
Tallahassee, Florida 32314

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-09/17/97--01101--006  
\*\*\*133.00 \*\*\*133.00

Hon. Mortham:

RE: Great Frontier Group, Inc

Please find enclosed a Money Order # 02-149808931 in the amount of \$133.00.  
Please rush the Articles of Incorporation.

ALL MAIL SHOULD BE SENT TO: JOHN H. HOPKINS, JR  
P.O. BOX 77201  
WASHINGTON, DC 20013

Respectfully

*J Hopkins, Jr*

John H. Hopkins, Jr  
P.O. Box 77210  
Washington, DC 20013

FILED  
97 SEP 17 AM 11:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

me 9/18/97

FILED

97 SEP 17 AM 11: 09

ARTICLES OF INCORPORATION  
OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

GREAT FRONTIER GROUP, INC

ARTICLE I  
CORPORATE NAME

The Name Of The Corporation:

GREAT FRONTIER GROUP, INC  
601 - PENNSYLVANIA AVENUE, N.W.  
WASHINGTON, DC 20004 (PRINCIPAL ADDRESS)

ARTICLE II  
NATURE OF CORPORATE BUSINESS

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

ARTICLE III  
CAPITAL STOCK

1. The Corporation is authorized to issue (1) Common Stock (2) Non-Voting Common Stock (3) Preferred Stock (4) Non-Participating Preferred Stock (5) Debentures and (6) Bonds.
2. The Corporation is authorized to issue and have outstanding at one time an aggregate number of 100,000,000,000,000 shares of \$10.00 per value of common stock, and 100,000,000,000,000 shares shares of non-voting common stock.
3. The Corporation is authorized to issue 100,000,000,000,000 shares of preferred stock, and 100,000,000,000,000 shares of non-participating preferred stock.
4. The Corporation is authorized to issue 100,000,000,000,000 in debentures.
5. The Corporation is authorized to issue bonds.

The consideration is to be paid for each share of common, non-voting common stock, preferred stock, non-participating preferred stock, debentures, and bonds shall be fixed by the Board of Directores.

ARTICLE IV  
PREEMPTIVE RIGHTS

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

ARTICLE V  
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

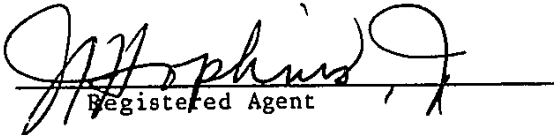
The Corporation's Initial Registered Agent and Registered Office in the State of Florida:

INITIAL REGISTERED AGENT:  
INITIAL REGISTERED OFFICE:

John H. Hopkins, Jr  
501 - First Avenue, North  
St. Petersburg, Florida 33701

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 and consent to act in this capacity and agree to comply with all of the requirements of law pertaining thereto.

  
Registered Agent

FILED  
97 SEP 17 AM 11:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE VI  
INITIAL BOARD OF DIRECTORS

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

ARTICLE VII  
INITIAL DIRECTORS

John H. Hopkins, Jr  
2401 - 15th Avenue South  
St. Petersburg, Florida 33713

ARTICLE VIII  
INCORPORATORS

The name and address of each Incorporator executing these Articles of Incorporation:

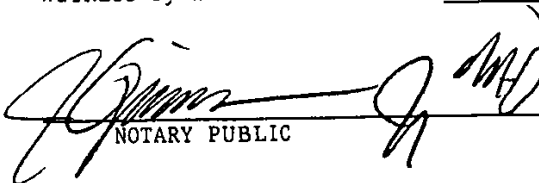
John H. Hopkins, Jr  
2401 - 15th Avenue South  
St. Petersburg, Florida 33713

STATE OF FLORIDA  
COUNTY OF PINELLAS

  
INCORPORATOR

BEFORE ME the undersigned authority, an officer duly qualified to administer oaths and take acknowledgements in the state and county aforesaid, personally appeared John H. Hopkins, Jr., to me known to be the INCORPORATOR described in and who executed the same for the purpose therein expressed.

WITNESS by hand and seal this 8th day of September, 1997.

  
NOTARY PUBLIC

My Commission Expires: 3-31-2000

Witnessed and sealed at 306 "H" Street, N.E., Washington, DC