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H. Bryant Sims
Attorney at Law

7301 S. Dixie Highway
West Palm Beach, FL 33405
Phone: (561) 588-7662

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Reply to: P.O. Box 2153
Palm Beach, FL 33480-2153
Fax: (561) 588-7674

September 19, 1997

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

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****122.50 ****122.50

RE: Odin Technologies Incorporated

To Whom It May Concern:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation. I have also enclosed my Trust Account check number 4124 in the amount of \$122.50.

After filing, please forward a Certified Copy of the Articles of Incorporation.

It would be greatly appreciated if you can expedite this matter. Thank you for your cooperation in this matter.

Sincerely,

15/ H. Bryant Sims

H. Bryant Sims

HBS/gch
Enclosures

P. Hall SEP 23 1997

ARTICLES OF INCORPORATION

OF

ODIN TECHNOLOGIES INCORPORATED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I the undersigned, hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, providing for the formation and liabilities, rights, powers, privileges and immunities of a corporation for profit, and I hereby certify:

ARTICLE I

The name of the Corporation shall be: **ODIN TECHNOLOGIES INCORPORATED.**

ARTICLE II

This Corporation shall have perpetual existence commencing on the date of this filing of the Articles with the Department of State.

ARTICLE III

The general purpose of the corporation will be to research, develop and market various identification systems for the purpose of identifying individuals. To research, develop and market various products to assist in the identification and recovery of lost, missing, or deceased individuals. To include retail and wholesale purchase, exchange and sale of any and all items of real and/or personal property involved in such business. To engage in any lawful business under of the laws of the State of Florida.

ARTICLE IV

This Corporation is authorized to issue 10,000,000 shares at

(\$1.00) Dollar Par Value, which shall be designated as "Common Stock".

ARTICLE V

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his prorata of share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

The location of the principal office of this Corporation in the State of Florida is 7301 South Dixie Highway, West Palm Beach, Florida 33405.

ARTICLE VII

The street address of the initial registered office of this Corporation is 7301 South Dixie Highway, West Palm Beach, Florida 33405, and the name of the initial registered agent of this Corporation at the address is **H. BRYANT SIMS, ESQUIRE.**

ARTICLE VIII

This Corporation shall have eight directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the Bylaws, however, there shall never be less than eight Directors. The names and addresses of the initial Board of Directors are:

JOANN CURRIER
221 19th Avenue North
Lake Worth, FL 33460

DR. WILLIAM PETERSON
188 Egret Circle
West Palm Beach, FL 33413

BARRY ABRAMS
4015 Palm Aire Drive W.
Bldg. 104, Apt. 307
Pompano Beach, FL 33069

BRUCE FIELDMAN
32 Dartmouth Drive
Framingham, Mass. 01701

GARY ELLIOT
1383 Garden Road
Ft. Lauderdale, FL 33326

RANDAL BAKER
1555 Palm Beach Lakes Blvd.
W. Palm Beach, FL 33401

OWEN GRANGE
8735 S.E. Bahama Circle
Hobe Sound, FL 33455

PHILIP HENDRICK
3663 Bristow Road
Bowling Green, KY 42103

ARTICLE IX

The name and address of the Incorporator signing these Articles is:

JOANN CURRIER
221 19th Avenue North
Lake Worth, FL 33460

ARTICLE X

The initial Officers of the Corporation shall be:

BARRY ABRAMS - PRESIDENT

DR. WILLIAM PETERSON - VICE PRESIDENT

GARY ELLIOT - TREASURER

GARY ISRAEL - SECRETARY

ARTICLE XI

This Corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE XII

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XIII

This Corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, or any amendment hereto, by majority vote of the Board of Directors,

and any right conferred upon the shareholders is subject to this reservation.

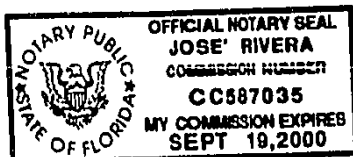
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 4th day of September, 1997.


JOANN CURRIER

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared, JOANN CURRIER, who is personally known to me, known to me and by me to be the person who executed the above Articles of Incorporation, for the purposes therein expressed, this 4th day of September, 1997.

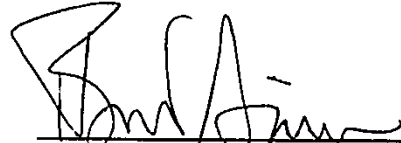



NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE
MY COMMISSION EXPIRES:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, I

hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


H. BRYANT SIMS, ESQUIRE

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