

ALAN SILVERSTEIN

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October 14, 1997

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*****70.00 *****70.00

Florida Dept. of State
409 E. Gaines St.
Tallahassee, Florida 32399

Attention: Division of Corporations

Re: Higher Technologies, Inc.

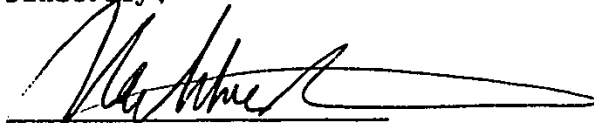
Dear Sir or Madam:

With reference to the above captioned corporation you will find enclosed the following:

1. Original of Articles
2. My check in the amount of \$70.00

Please file the enclosed articles.

Sincerely,



ALAN SILVERSTEIN

FILED
97 OCT 15 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. McDaniel OCT 16 1997

ARTICLES OF INCORPORATION
OF
HIGHER TECHNOLOGIES, INC.

FILED
97 OCT 15 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is HIGHER TECHNOLOGIES, INC.

ARTICLE II

The existence of the corporation shall begin on the date these Articles of Incorporation are filed for record with the Florida Department of State.

ARTICLE III

The street address and mailing address of the principal office of the Corporation is 4823 Via Palm Lake, Ste. 1306, West Palm Beach, Florida 33417.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 1000, all of which shall be Common Shares, One Dollar, Par Value. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V.

Every shareholder, upon issuance of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share at the price at which it is offered to others.

ARTICLE VI

The initial street address of the Corporation's registered office ~~is~~ 11911 US Hwy. One, Ste. 201, North Palm Beach, Florida 33408

The initial registered agent for the Corporation at that address is ALAN SILVERSTEIN.

ARTICLE VII

The initial board of directors shall consist of one. The names and address of the persons who will serve on the initial board of directors are:

Name	Address
Douglas Palmisano.....	4823 Via Lake
.....	Ste. 1306.....
.....	West Palm Beach, Florida 33417

ARTICLE VIII

The corporation shall have a President and Secretary/Treasurer.

The initial President and Secretary/Treasurer shall be:

Name	Address
Douglas Palmisano.....	4823 Via Lake
.....	Ste. 1306.....
.....	West Palm Beach, Florida 33417

ARTICLE IX

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

ARTICLE X

The names and street addresses of the persons signing these articles of incorporation are:

Name	Address
Douglas Palmisano.....	4823 Via Lake.....
.....	Ste. 1306.....
.....	West Palm Beach, Florida 33417

ARTICLE XI

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this ____ day of September 1997.


DOUGLAS PALMISANO

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for HIGHER TECHNOLOGIES, INC., at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


ALAN SILVERSTEIN

Date: September 08, 1997.

FILED
97 OCT 15 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA