

P97000089498

Deerfield Financial Services Inc.

21218 St. Andrews Boulevard, Suite 226

Boca Raton, FL 33486

561 289-5175

from the desk of

Paul M. Galant
President

October 14, 1997

TRANSMITTAL MEMORANDUM

Division of Corporations
Department of State
POB 6327
Tallahassee, FL 32314

re: O-T-C Pavilion Inc.

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-10/16/97--01031--014
****122.50 ****122.50

Enclosed find two (2) executed originals of the Articles Of Incorporation
for the captioned incorporation.

Also enclosed find payment by check in the sum of \$122.50 to cover the filing
fee and the cost of a certified copy, to be returned to the undersigned.

Paul M. Galant
561 289-5175

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FILED
97 OCT 16 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER OCT 17 1997
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**ARTICLES OF INCORPORATION
OF
O-T-C Pavillon Inc.**

Article 1. The name of this Corporation is: **O-T-C Pavillon Inc.**

Article 2. This Corporation shall have perpetual existence commencing upon the filing of these Articles of Incorporation by the Florida Secretary of State.

Article 3. This Corporation may engage in any lawful business activity permitted under the General Corporation Act of the State of Florida.

Article 4. This Corporation is authorized to issue **THIRTY MILLION (30,000,000)** shares of Capital Stock as follows:

4.1 FIVE MILLION (5,000,000) shares of which shall be designated as "Preferred Stock", each share thereof having no par value. The board of directors may, from time to time issue part or all of said preferred shares on terms and conditions as the board may determine without further action required by the stockholders; and such shares may be convertible into shares of Common Stock, have cumulative dividends, be redeemable by the corporation, or such other terms and conditions as may be determined by the board of directors at the time of issuance.

4.2 TWENTY-FIVE MILLION (25,000,000) shares of which shall be designated as "Common Stock", having the par value of One Mill (\$0.001) per share, and each such share shall have one vote in every vote required to be submitted to Stockholders.

Article 5. *The name and address of the initial Registered Agent is:*
Paul M. Galant, 21218 St. Andrews Blvd., Suite 226, Boca Raton, Florida 33486.

Article 6. *The address of the Corporation is:*
21218 St. Andrews Blvd., Suite 226, Boca Raton, Florida 33486.

Article 7. This Corporation shall initially have no less than One Director and no more than Nine Directors. The number of Directors may be increased or diminished, from time to time, by the action of the board of directors or by the majority vote of the stockholders.

Article 8. The By-Laws of this Corporation may be adopted, altered, amended or repealed by the affirmative vote of a majority of the board of directors or the Stockholders.

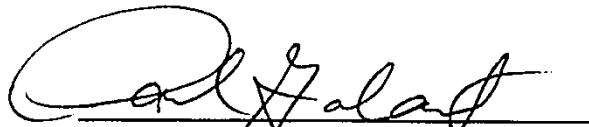
Article 9. This Corporation may indemnify any Officer or Director, or any former Officer or Director, the full extent permitted by law.

Article 10. In the event that the securities of this Corporation shall become publicly traded, the Corporation shall not be subject to the 'Affiliated Transactions' provisions of Section 607.0901 Florida Statutes.

Article 11. The name and address of the person signing these Articles as Incorporator is:
Paul M. Galant, 21218 St. Andrews Blvd., Suite 226, Boca Raton, Florida 33486.

Article 12. This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in full accord with the provisions of the General Corporation Act of the State of Florida.


IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 14th day of October 1997.


Paul M. Galant, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in Article V. of these Articles of Incorporation, the Undersigned hereby agrees to act in this capacity, and further, agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Dated the 14th day of October, 1997


Paul M. Galant, Registered Agent

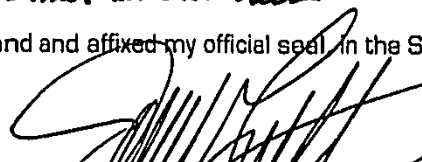
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Florida, County of Palm Beach] ss:

Before me, a Notary Public authorized in the State and County set forth above, personally appeared
Paul M. Galant

known to me and to me known to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of **OT-C Pavilion Inc.**; and he acknowledged before me that he duly executed those Articles of Incorporation. *Florida Drivers License / did not take an oath*

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State of Florida and County of Palm Beach, this 14th day of October, 1997.


Notary Public, State of Florida



JOHN W SMITH
My Commission C0869418
Expires Jul. 18, 2000