

DAVID M. BOVI, P.A.

David M. Bovi

Consulting Attorney

L.L.M. Securities Regulation

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October 16, 1997

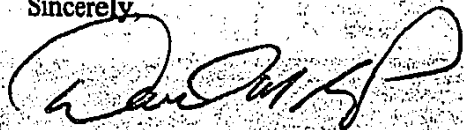
Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Wheeler Group II, Inc.

Enclosed are the original and one copy of the articles of incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$70.00, representing the filing fees for the abovenamed proposed Florida corporation.

Thank you for your assistance in this matter.

Sincerely,



David M. Bovi
David M. Bovi, P.A.
319 Clematis Street, Suite 804
West Palm Beach, FL 33401

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ARTICLES OF INCORPORATION
OF
WHEELER GROUP II, INC.

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I. CORPORATE NAME.

The name of this corporation is Wheeler Group II, Inc.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are 319 Clematis Street, Suite 804, West Palm Beach, Florida 33401.

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1. 100 shares of Class A common stock, no par value; and
2. 100 shares of Class B common Stock, no par value.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent are David M. Bovi, 319 Clematis Street, Suite 804, West Palm Beach, Florida 33401.

ARTICLE V. INCORPORATORS.

The name and street address of the incorporator to these articles of incorporation are David M. Bovi, P.A., 319 Clematis Street, Suite 804, West Palm Beach, FL 33401.

The undersigned incorporator has executed these articles of incorporation on October 16, 1997.



David M. Bovi, P.A.
David M. Bovi, President

Acceptance of Registered Agent

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



By: David M. Bovi

Date: October 16, 1997

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