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Law Office of Donald J. Thomas

4730 NW Boca Raton Boulevard
Boca Raton, Florida 33431

DONALD J. THOMAS, ESQ.

Telephone (561) 912-9192
Facsimile (561) 989-3775

September, 1997

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

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****122.50 ****122.50

RE: ODYSSEY CAPITAL & RESEARCH GROUP, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for ODYSSEY CAPITAL & RESEARCH GROUP, Inc. Please file these Articles and return one certified copy to me. I have enclosed my check in the amount of \$122.50 to cover the costs of filing, one certified copy and the registered agent designation.

If you have any further questions concerning this matter, please do not hesitate to contact me.

Very truly yours,



DONALD J. THOMAS

DJT\crs
Enclosures (3)

FILED
97 OCT - 6 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DJT
10/7/97

EFFECTIVE DATE
10-1-97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 13, 1997

DONALD J. THOMAS
ATTORNEY AT LAW
4730 NW BOCA RATON BLVD
BOCA RATON, FL 33431

SUBJECT: ODYSSEY CAPITAL & RESEARCH GROUP, INC.
Ref. Number: W97000023382

We have received your document for ODYSSEY CAPITAL & RESEARCH GROUP, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as registered agent in the document and the person signing as registered agent must be the same.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 197A00050093

Law Office of Donald J. Thomas

4730 NW Boca Raton Boulevard
Boca Raton, Florida 33431

DONALD J. THOMAS, ESQ.

Telephone (561) 912-9192
Facsimile (561) 989-3775

October 22, 1997

Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Attention: Doris McDuffie, Corporate Specialist Supervisor

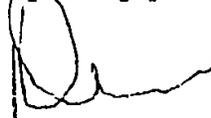
RE: ODYSSEY CAPITAL & RESEARCH GROUP, Inc.

Dear Sir or Madam:

Enclosed please find the corrected articles of incorporation for ODYSSEY CAPITAL & RESEARCH GROUP, Inc. Please note that the effective date should be October 1, 1997 as per our telephone conversation. Please file these Articles and return one certified copy to me.

If you have any further questions concerning this matter, please do not hesitate to contact me.

Very truly yours,



DONALD J. THOMAS

Signed in his absence in
order to avoid delay;

DJT\crs
Enclosures (1)

FILED

97 OCT -6 PM 2:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

ODYSSEY CAPITAL & RESEARCH GROUP, INC. EFFECTIVE DATE

10-1-97

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I

The name of the corporation is ODYSSEY CAPITAL & RESEARCH GROUP, INC.

ARTICLE II

The corporation is to commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

The corporation is authorized to issue 1,000 shares of one cent (\$.01) par value stock. Each outstanding share shall be entitled to one vote on each matter submitted to a vote at a meeting of the Shareholders.

The shares of stock may be issued for such consideration having a value not less than par value of the share issued therefor as is determined from time to time by the Board of Directors to be paid in whole or in part, in cash or other property, tangible or intangible, or in labor or services performed for the corporation.

Shares may be issued in exchange for written promises to perform services in the future. If shares are issued without full consideration being paid prior to issuance, notice shall be given to all stockholders ten (10) days prior to such issuance.

ARTICLE V

The principal address of the corporation shall be .

3207 Clint Moore Road
Suite 106
Boca Raton, FL 33496

ARTICLE VI

All corporate powers shall be executed by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors.

The corporation shall have one (1) director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the by-laws of the corporation.

The names and street addresses of the initial directors who shall hold office until their successors shall be chosen at the first meeting of the Stockholders who have qualified shall be:

- A. John Leontakianakos
3207 Clint Moore Road
Suite 106
Boca Raton, FL 33496

ARTICLE VII

The corporation may indemnify any present or former officer or director or person exercising powers and duties of a director to the full extent now or hereafter permitted by law.

ARTICLE VIII

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any by-law adopted by the Shareholders if the Shareholders provide that the by-law shall not be altered, amended or repealed by the Board of Directors.

ARTICLE IX

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding at any regular meeting of the Stockholders or at any special meeting of the Stockholders called for that purpose.

ARTICLE X

The name and address of the Incorporator to these Articles of

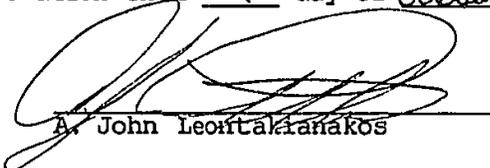
Incorporation is:

A. John Leontakianakos
3207 Clint Moore Road
Suite 106
Boca Raton, Florida 33496

ARTICLE XI

The street address of the initial registered office of the corporation is 3207 Clint Moore Road, Suite 106, Boca Raton, FL 33496 of the name of the initial registered agent of the corporation at that address is John Leontakianakos.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of Incorporation this 1 day of October, 1997.

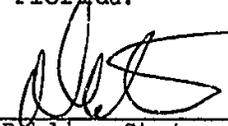

A. John Leontakianakos

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

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared John Leontakianakos, known to me and known by me to be the person who executed the foregoing Articles of Incorporation and that he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 1 day of October, 1997 at Boca Raton, Palm Beach County, Florida.

 DONALD THOMAS
My Comm Exp. 10/27/2000
Bonded By Service Ins
No. CC596605
 Personally Known Other I.D.


Notary Public, State of Florida
Donald Thomas
(Print, type or stamp Commissioned name of Notary Public)

 DONALD THOMAS
My Comm Exp. 10/27/2000
Bonded By Service Ins
No. CC596605
 Personally Known Other I.D.

My Commission Expires:

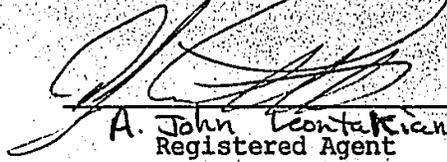
() Personally known or () Produced Identification
Type of Identification: _____

CERTIFICATE OF REGISTERED AGENT

FILED

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

97 OCT -6 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


A. John Kontakianakos
Registered Agent

DATED: 10/1/97