



THE UNITED STATES
CORPORATION
COMPANY

9970000 92953

ACCOUNT NO. : 072100000032

REFERENCE : 581884 170159A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : October 29, 1997

ORDER TIME : 10:24 AM

ORDER NO. : 581884-005

CUSTOMER NO: 170159A

CUSTOMER: Ms. Carrie P. Fagan
BRUCE BRASHEAR, ESQ

Suite A
920 N. W. 8th Avenue
Gainesville, FL 32601

000002332610--1
-10/29/97--01078--003
***122.50 ***122.50

DOMESTIC FILING

NAME: EFM GROUP, INC.

EFFECTIVE DATE:

XXXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS: _____
DIVISION OF CORPORATION

97 OCT 29 AM 11:27

NS RECEIVED OCT 29 1997

FILED
97 OCT 29 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3

EFFECTIVE DATE
10/28/97

ARTICLES OF INCORPORATION
OF
EFM GROUP, Inc.

FILED

97 OCT 29 PM 1:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I

Name. The name of this Corporation is EFM Group, Inc.

Article II

Principal Office. The address of the principal office of the Corporation is 4420 N.W. 36th Avenue, Gainesville, FL 32606.

Article III

Duration. The period of duration of this Corporation shall be perpetual, commencing on the date of execution and acknowledgment of these articles.

Article IV

Purpose. The purpose of this Corporation is to engage in any activities or businesses permitted under the laws of the United States and under the Florida General Corporation Act including, but not limiting the acquisition of life insurance bonds, debentures, commodities, leaseholds, options, puts and calls, easements, mortgages, notes, mutual funds, investment trusts, common trust funds, voting trust certificates, and any class of stock or right to subscribe for stock, including trading on margin.

Article V

Capital Stock. This Corporation is authorized to issue 100,000 shares of \$.001 par value common stock.

Article VI

By-Laws. The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

Article VII

Initial Registered Office and Agent. The street address of the initial registered office of this Corporation is 4420 N.W. 36th Avenue, Gainesville, FL 32601, and the name of the initial registered agent of this Corporation is Gerardo L. Marquez.

Article VIII

Initial Board of Directors. The Corporation shall have one (1) Director initially. The number of Directors may either be increased or diminished from time to time by the By-Laws, but it shall never be less than one. The name and address of the initial Director of this Corporation is Gerardo L. Marquez, 4420 N.W. 36th Avenue, Gainesville, FL 32606.

Article IX

Incorporator. The name and address of the person signing these Articles is Gerardo L. Marquez, 4420 N.W. 36th Avenue, Gainesville, FL 32606.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 28 day of October, 1997.


GERARDO L. MARQUEZ
Incorporator

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 27 day of October, 1997, by GERARDO L. MARQUEZ, who is personally known to me and who says that he is Incorporator of these Articles of Incorporation and as such Incorporator verifies that all statements and information contained herein are true and correct.

DATED this 27 day of October, 1997.



Carrie P. Fagan
MY COMMISSION # 00607298 EXPIRES
January 8, 2001
BONDED THRU TROY FAIN INSURANCE, INC.


Notary Public

Printed Name
My Commission Expires:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

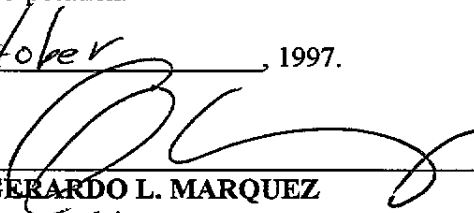
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ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of EFM Group, Inc., which is contained in the foregoing Articles of Incorporation.

DATED this 28th day of October, 1997.


GERARDO L. MARQUEZ
Registered Agent