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VIA FEDERAL EXPRESS

November 18, 1997

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-11/21/97--01094-011
****122.50 ****122.50

SUBJECT: STRATEGIC INTERCAPITAL CORP.

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$122.50. Please forward a certified copy to the address below.

FROM: Michael H. Magolnick, Ph.D.
4901 NW 17th Way
Suite 407
Ft. Lauderdale, FL 33309
(954) 772-9541

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
STRATEGIC INTERCAPITAL CORP.

The undersigned, acting as incorporator of a corporation under the provisions of the General Corporation Laws of the State of Florida, adopts the following Articles of Incorporation for such corporation.

ARTICLE I
NAME

The name of the corporation is STRATEGIC INTERCAPITAL CORP.

ARTICLE II
EXISTENCE AND DURATION

The period of duration of this corporation is perpetual.

ARTICLE III
PURPOSES AND POWERS

The purpose for which this corporation is organized is to engage in all lawful business for which corporations may be incorporated pursuant to the General Corporation laws of the State of Florida Chapter 607, Florida Revised Statutes, 1996, as amended. In furtherance of lawful purposes, the corporation shall have and may exercise all rights, powers and privileges now or hereafter exercisable by corporations organized under the laws of Florida. In addition, it may do everything necessary, suitable, convenient or proper for the accomplishment of any its corporate purposes.

ARTICLE IV
CAPITALIZATION

The aggregate number of shares of common stock which this corporation shall have authority to issue is fifty million (50,000,000) shares at par value of one cent (\$.01) per share. Each holder of common stock shall be entitled to one vote for each share of common stock held.

The Directors of the corporation shall have the authority to issue preferred shares of stock, the value and number of which to be determined by the Directors at time of issuance.

There shall be no cumulative voting by shareholders.

The shareholders shall have no preemptive rights to acquire any shares of the corporation.

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ARTICLE V
INITIAL OFFICE AND AGENT

The address of this corporation's initial registered office is 4901 NW 17th Way, Suite 407, Fort Lauderdale, Florida 33309, and the name of its initial registered agent is Michael H. Magolnick, Ph.D.

ARTICLE VI
PRINCIPLE OFFICE

The address of the principal office of the corporation 4901 NW 17th Way, Suite 407, Fort Lauderdale, Florida 33309. The corporation may maintain offices, agencies, and places of business in any other state in the United States and in foreign countries without restriction as to place, as the Board of Directors may from time to time determine or the business of the corporation may require.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of this corporation is one. The directors of the corporation may increase the number of directors to a maximum of nine. The name and address of the person who is to serve as director until the first annual meeting of shareholders, or until his successor is elected and qualified is:

<u>NAME</u>	<u>ADDRESS</u>
Michael H. Magolnick, Ph.D.	4901 NW 17 th Way, Suite 407, Fort Lauderdale, Florida 33309

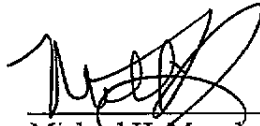
ARTICLE VIII
INDEMNIFICATION

As the Board of Directors may from time to time provide in the By-Laws or by resolution, the corporation may indemnify its officers, directors, agents and other persons to the extent permitted by the laws of the State of Florida.

The name and address of the incorporator signing these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Michael H. Magolnick, Ph.D.	4901 NW 17 th Way, Suite 407, Ft. Lauderdale FL 33309

Dated this 20 day of November, 1997.



Michael H. Magolnick, Ph.D.

STATE OF FLORIDA)
) ss.
COUNTY OF BROWARD)

I, Michele L. Kurteff, a Notary Public, hereby certify that Michael H. Magolnick personally known (or proved) to me to be the person whose name is subscribed to the annexed and foregoing Articles Of Incorporation, appeared before me first duly sworn, acknowledged that he signed said Articles of Incorporation as his free and voluntary act and deed for the uses and purposes therein set forth and that statements therein contained are true.

I accordingly have hereunto set my hand and seal this 20th day of Nov., 1997.

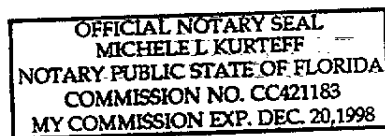
Notary Public:

Sign Michele L. Kurteff

Print Michele L. Kurteff

State of Florida at Large (Seal)

My Commission Expires:



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

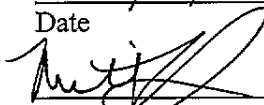
1. The name of the corporation is STRATEGIC INTERCAPITAL CORP.
2. The name and address of the registered agent and office is

Michael H. Magolnick, Ph.D.
4901 NW 17th Way
Suite 407
Fort Lauderdale, Florida 33309

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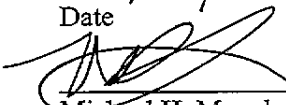


Michael H. Magolnick, Ph.D.
Director, Strategic Intercapital Corp.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

11/20/97

Date



Michael H. Magolnick, Ph.D.