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N BANNOURA P A
One South Ocean Blvd
Suite 212
Boca Raton Florida 33432

97 NOV 21 AM 11:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 10, 1997

Secretary of State
Division of Corporations
Tallahassee, Florida 32399

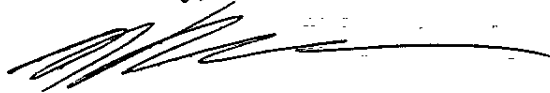
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Dear Sirs:

Please find enclosed the articles of incorporation for SHIRAZ
TECHNOLOGY GROUP, INC. along with a check in the amount of \$122.50
for the filing fees.

Please send return the certificate and articles to the address above.
Thank you for your attention to our request.

Sincerely,



N. Bannoura

P. Hall NOV 25 1997

561-394-9455

954-785-8484

ARTICLES OF INCORPORATION
OF
SHIRAZ TECHNOLOGY GROUP, INC

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE 1. NAME. The name of the corporation is: SHIRAZ
TECHNOLOGY GROUP, INC.

ARTICLE 2. DURATION. The duration of the corporation is perpetual.

ARTICLE 3. PURPOSE. The general purposes for which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE 4. CAPITAL STOCK. The aggregate number of shares which the corporation is authorized to issue is 1000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE 5. INITIAL REGISTERED OFFICE AND AGENT. The street address of the initial principal office of the Corporation is One South Ocean Blvd, #212, Boca Raton, FL 33432 and the name and address of its initial Registered Agent is Shiraz Dhanji, One S Ocean Blvd, Suite 212, Boca Raton, FL 33432

ARTICLE 6. INITIAL BOARD OF DIRECTORS. The number of Directors constituting the initial Board of Directors is one. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

- | | |
|------------------|--|
| 1. Shiraz Dhanji | One S Ocean Blvd, #212
Boca Raton, FL 33432 |
|------------------|--|

ARTICLE 7. INCORPORATORS. The name and address of each Incorporator is as follows:

- | | |
|------------------|--|
| 1. Shiraz Dhanji | One S Ocean Blvd, #212
Boca Raton, FL 33432 |
|------------------|--|

ARTICLE 8. AMENDMENT. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE 9. INDEMNIFICATION. The corporation shall indemnify any incorporator, officer or director or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 17TH day of NOV, 1997


SHIRAZ DHANJI

STATE OF FLORIDA }
COUNTY OF PALM BEACH }

Before me personally appeared
to me well known and known to me to be the person described in and who executed the
foregoing Articles of Incorporation and acknowledged to and before me that they
executed said instrument for the purposes therein expressed.

PER KNOWN
DL#

WITNESS, my hand and official seal this 17TH day of NOV,
1997


Notary Public, State of Florida at large

(SEAL)

My commission expires: _____



N. BANNOURA
COMMISSION # CC 451835
EXPIRES MAY 4, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED

ACCEPTANCE BY REGISTERED AGENT

97 NOV 21 AM 11:02

The undersigned hereby accepts the appointment as Registered Agent of **SHIRAZ TECHNOLOGY GROUP, INC.** which is contained in the foregoing Articles of Incorporation.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dated this 17th day of Nov, 1997.



Registered Agent