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Turnberry Plaza, Suite 500
2875 Northeast 191st Street
Aventura, Florida 33180
Telephone (305) 937-0300
Facsimile (305) 937-1311

November 26, 1997

Secretary of State
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32399

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-12/01/97--01171--005
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Re: **STRATEGIC INTERNATIONAL INVESTMENT CORP.**

Dear Sir/Madam:

Enclosed herewith please find original and (one) copy of Articles of Incorporation for **Strategic International Investment Corp.**, together with this firm's check in the amount of \$122.50, representing the necessary filing fee.

Please file said Articles of Incorporation, and return a certified copy of the same to us in the enclosed stamped returned envelope, provided for your convenience.

Thank you for your courtesy and cooperation in this matter. Should you have any questions, please do not hesitate to contact us at (305) 937-0300.

Very truly yours,

ROSENTHAL ROSENTHAL RASCO
STOK DENBERG & WOLF

BY:


ADAM D. KAPLAN
For the firm

ADK/cc
Enclosures

FILED
97 DEC -1 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/2/97-TM

ARTICLES OF INCORPORATION
OF
STRATEGIC INTERNATIONAL INVESTMENT CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE:

The name of this corporation is: **STRATEGIC INTERNATIONAL INVESTMENT CORP.**

ARTICLE TWO:

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act of the State of Florida, to wit: consulting in the areas of investment and financial management services.

ARTICLE THREE:

The aggregate number of shares which this corporation shall have authority to issue is ONE THOUSAND (1,000) shares of common stock, ONE (\$1.00) DOLLAR par value, shall be designated as "Common Shares".

ARTICLE FOUR:

Shareholders of this corporation shall have full preemptive rights to acquire unissued or treasury shares of the corporation.

ARTICLE FIVE:

The street address of the initial principal office of this corporation is:

19500 Turnberry Way, Suite 23A
Aventura, FL 33180

and the name and address of the Registered Agent of this corporation is:

Robert A. Stok, Esq.
Rosenthal Rosenthal Rasco Stok Denberg & Wolf
2875 NE 191 Street, Suite 500
Aventura, FL 33180

ARTICLE SIX:

This corporation shall have one (1) director to constitute its initial Board of Directors. The number of directors of the corporation may subsequently be increased or decreased from time to time according to the By-Laws of the corporation, but shall never be less than one (1). The name and address of the initial director of this corporation are:

STEPHEN J. LAWRENCE

ARTICLE SEVEN:

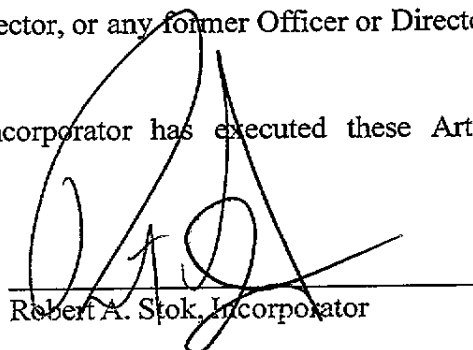
The name and address of the incorporator of this corporation, who is the person signing these Articles is:

ROBERT A. STOK
Rosenthal Rosenthal Rasco Stok Denberg & Wolf
2875 NE 191 Street, Suite 500
Aventura, FL 33180

ARTICLE EIGHT:

The Corporation shall indemnify any Officer or Director, or any former Officer or Director to the full extent permitted by law.

NOW THEREFORE, the undersigned incorporator has executed these Articles of Incorporation this 24th day of November, 1997.


Robert A. Stok, Incorporator

STATE OF FLORIDA)

ss

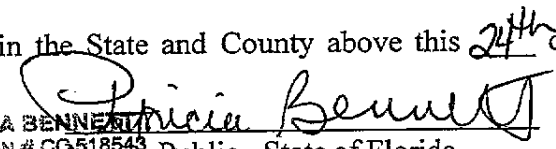
COUNTY OF DADE)

BEFORE ME, the undersigned authority, duly authorized to take acknowledgments and administer oaths, personally appeared ROBERT A. STOK, to me well known to be the person described as the incorporator in and who, in my presence, executed the foregoing Articles of Incorporation, and who acknowledged before me that subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the State and County above this 24th day of November, 1997.

My commission expires:

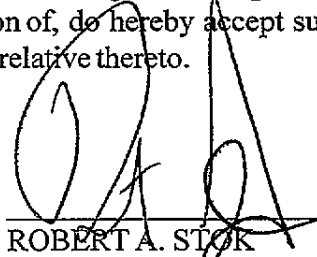



PATRICIA BENNETT
COMMISSION # CG 518543
EXPIRES DEC 17, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

Notary Public - State of Florida

ACCEPTANCE OF REGISTERED AGENT

I, ROBERT A. STOK, the undersigned, having been designated as Registered Agent in the above and foregoing Articles of Incorporation of, do hereby accept such designation and agree to comply with the Laws of the State of Florida relative thereto.



ROBERT A. STOK
Registered Agent

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA