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RAYMOND RIPLEY, JR.
ACCOUNTANTS, INC.

235 Northeast 6th Avenue
Post Office Box 807
Delray Beach, Florida 33447

Telephone (561) 272-7424 734-4454
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Enrolled to Practice Before the
Internal Revenue Service

FILED
98 JAN -2 AM 10:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FEDEX # 5245111642

December 31, 1997

Florida Department of State
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

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-01/02/98--01067--006
*****70.00 *****70.00

RE; Articles of Incorporation
ACCESS COMPUTER OF SOUTH FLORIDA, INC.

Gentlemen:

Enclosed are two copies of the notarized Articles of Incorporation for ACCESS COMPUTER OF SOUTH FLORIDA, INC. and check for \$70.00 to cover the filing fees. Please accept these Articles of Incorporation for filing and assign the corporation a charter number.

Please return one copy of the Articles of Incorporation to:

Randall McKie
Raymond Ripley, Jr. Accountants, Inc.
Post Office Box 807
Delray Beach, Florida 33447

Thank you for your assistance.

Sincerely,

RAYMOND RIPLEY, JR. ACCOUNTANTS, INC.

Randall McKie
Randall McKie

RM/mrm
Encl.

F. CHESSEB JAN 5 1998

ARTICLES OF INCORPORATION

OF

ACCESS COMPUTER OF SOUTH FLORIDA, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME OF CORPORATION

The name of this corporation shall be: ACCESS COMPUTER OF SOUTH FLORIDA, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be conducted by this corporation is to engage in any activities or business permitted under the laws of the United States and Florida; in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE THOUSAND (1000) shares of common stock at a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE IV. ADDRESS

The street address of the principal office of the corporation shall be 944 Clint Moore Road, Boca Raton, Florida, 33487 and the name of the initial registered agent of the corporation shall be Jennifer Friedman.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.


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ARTICLE VI. DIRECTORS

This corporation shall have ~~one~~^{two} (2) directors, initially. The number of directors may be either increased or decreased from time to time as provided in the by-laws of the Corporation. The name and street address of the initial member of the Board of Directors are:

<u>Name</u>	<u>Address</u>
Jennifer Friedman	2855 Royal Palm Ave. Miami Beach, FL., 33140
Ian Friedman	1860 N. Fuller Ave Los Angeles, CA., 90046

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal on this 26 day of December, 1997. This corporation shall be effective on filing of these Articles of Incorporation with the Secretary of State.

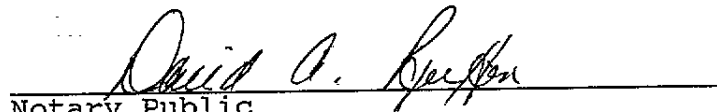

Subscriber
Jennifer Friedman

FDA F035-420-67-910-0
Exp 11/02

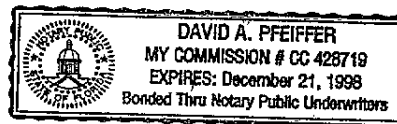
STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 26 day of December, 1997.


Notary Public

My commission expires: Dec 21, 1998



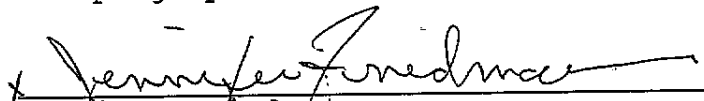
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following
is submitted in compliance with said Act:

ACCESS COMPUTER OF SOUTH FLORIDA, INC. desiring to organize under the
laws of the State of Florida with its principal office, as indicated in the
Articles of Incorporation, County of Palm Beach, State of Florida, has named
Jennifer Friedman located at 2855 Royal Palm Ave., Miami Beach, Florida,
33140 as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above
stated corporation at the place designated in the Certificate, I
hereby accept to act in this capacity and agree to comply with the
provisions of said Act relative to keeping open said office.


Jennifer Friedman

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TALLAHASSEE, FLORIDA