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ADMITTED IN
FLORIDA & NEW YORK

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January 2, 1998

Division of Corporations
George Firestone Bldg.
409 E. Gaines Street
Tallahassee, FL 32399
Attn: New Corporation Filings

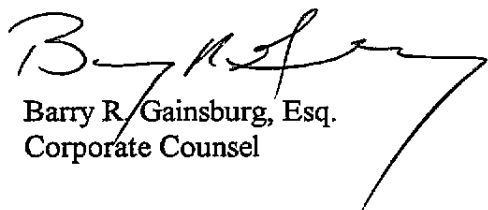
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98 JAN -6 PM 5:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir/Madam:

Enclosed please find the original and a copy of the Articles of Incorporation for National Compliance Services, Inc. and the \$131.25 filing fees for a certified copy and a certificate of status.

Please return a copy of the filed Articles to my business address, printed above. Thank you for cooperation in this matter, and if you have any questions or comments please feel free to discuss them with me.

Sincerely,


Barry R. Gainsburg, Esq.
Corporate Counsel

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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF
NATIONAL COMPLIANCE SERVICES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

NATIONAL COMPLIANCE SERVICES, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

NATIONAL COMPLIANCE SERVICES, INC.
1100 S.W. 74th Terrace
Plantation, Florida 33317

ARTICLE III NATURE OF BUSINESS

The corporation is a corporation for profit and is organized for the following general purposes: to be a financial and compliance consulting company; to carry on any lawful businesses or activities relating thereto; and to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV TERM OF EXISTENCE

The corporation shall have perpetual duration.

ARTICLE V CAPITAL STOCK

The corporation shall have the authority to issue 3,000,000 shares of common stock \$.01 par value. Said capital stock may be increased or decreased from time to time, according to the provisions of the Florida Business Corporation Act.

If the capital stock is increased by the sale of additional shares thereof, each shareholder shall be entitled to subscribe for such additional shares in proportion to the number of shares of capital stock owned by him/her at the time the increase is authorized by the shareholders, unless another time subsequent to the date of the shareholders' meeting is specified in a resolution by the shareholders at the time the increase is authorized, except that the shareholders shall not have preemptive rights to purchase or subscribe for all or any part of (i) up to fifty thousand (50,000) shares of authorized but unissued common stock to be reserved exclusively for issuance under employee stock option plans, or (ii) any common stock issued pursuant to the exercise of common stock purchase warrants. The board of directors shall have the power to prescribe a reasonable period of time within which the preemptive rights to subscribe to the new shares of capital stock must be exercised.

The corporation, at any time and from time to time, may authorize and issue debt obligations, whether or not subordinated or secured, without the approval of the shareholders.

ARTICLE VI DISTRIBUTIONS

In addition to, but not in limitation of, the general powers conferred by law, the corporation shall have the power to make distributions to its shareholders out of its capital surplus, to purchase its own shares out of its unreserved and unrestricted capital surplus available therefor, and to carry on any lawful business.

ARTICLE VII INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Barry R. Gainsburg
1100 S.W. 74th Terrace
Plantation, FL 33317

ARTICLE VIII GOVERNING BOARD

This governing board of the corporation shall be a board of directors. The board of directors ("board") shall have the power to manage and administer the business and affairs of the corporation. Except as expressly limited by law, all corporate powers of the corporation shall be vested in and may be exercised by the board.

The board shall consist of not less than one (1) nor more than five (5) shareholders, the exact number within such minimum and maximum limits to be fixed and determined from time to time by resolution of a majority of the full board or by resolution of a majority of the shareholders at any meeting thereof, but shall never be less than one (1).

ARTICLE IX INITIAL DIRECTORS

The name of the initial Directors of this Corporation who shall hold office until their successors are elected or appointed and shall have qualified are:

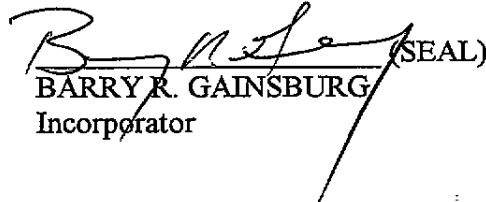
BARRY R. GAINSBURG
KEVIN S. JACKAM

ARTICLE X INCORPORATOR(S)

The name and street address of the incorporator to these Articles of Incorporation is:

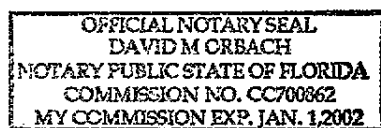
BARRY R. GAINSBURG
1100 S.W. 74th Terrace
Plantation, FL 33317

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 2nd day of January, 1998.

 (SEAL)
BARRY R. GAINSBURG
Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 2 day of JAN, 1998.




Notary Public

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:

BEAR FINANCIAL CONSULTING, INC.

2. The name and address of the registered agent and office is:

BARRY R. GAINSBURG

1100 S.W. 74th TERRACE

Plantation, Florida 33317

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIGNATURE

BARRY R. GAINSBURG

TITLE AGENT

DATE January 2, 1998

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 STATES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITIONS AS REGISTERED AGENT.

SIGNATURE

BARRY R. GAINSBURG

DATE January 2, 1998