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R. BOWDEN
7610 Harding Avenue
Suite # 5
Miami Beach, FL 33141

Tel: (305) 865-4353

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

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-01/15/98--01054--002
*****70.00 *****70.00

Re: BOWDEN BUSINESS & CONSULTING SERVICE, INC.

Dear Madam or Sir:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$70.00 is enclosed which represents the required fees for filing, certified copy and Registered Agent fee.

Please file the original of the enclosed Articles of Incorporation and return a certified to the undersigned.

Your early attention to this matter would be appreciated.

Very truly yours,

R. Bowden
R. Bowden

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handolph GAVE
AUTHORIZATION BY PHONE TO
CORRECT *act. 5*
DATE *1/16/98*
DOC. EXAM. *TM*

1/16/98-TM

ARTICLES OF INCORPORATION
OF
BOWDEN BUSINESS & CONSULTING SERVICE, INC.

ARTICLE I - NAME

The name of this Corporation is BOWDEN BUSINESS & CONSULTING SERVICE, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 2,000 shares of One (\$1.00) Dollar par common stock, which shall be designated "Common Shares," and which shall be divided into two classes differing solely as to their voting rights, namely:

- Class A - consisting of 1,000 nonvoting common shares; and
- Class B - consisting of 1,000 voting common shares.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The owners of Class A stock shall not be entitled, in that capacity, to receive notices of meetings, nor to any voting rights, of this corporation. In all other respects however, Class A and Class B stock shall be treated similarly and entitled to equivalent treatment.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent and office of this Corporation is Randolph Bowden, 7610 Harding Avenue, Suite #5, Miami Beach, Florida 33141. The Principal office & the Registered office are the same.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (2) Directors initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than (2). The names and addresses of the initial Directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
<u>Carl W. Bowden</u>	<u>7610 Harding Avenue</u> <u>Suite #5</u> <u>Miami Beach, Florida 33141</u>
<u>Randolph B. Bowden</u>	<u>7610 Harding Avenue</u> <u>Suite #5</u> <u>Miami Beach, Florida 33141</u>

ARTICLE VII - BY-LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Class B Stockholders or the Directors.

ARTICLE VIII - INDEMNIFICATION

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

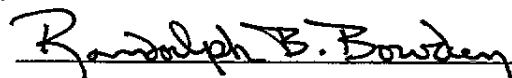
ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is Randolph B. Bowden, 7610 Harding Avenue, Suite #5, Miami Beach, Florida 33141.

ARTICLE X- AMENDMENTS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 12th day of January, 1998.

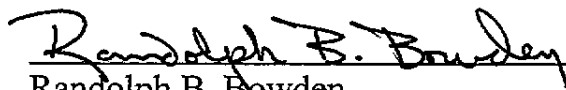


Randolph B. Bowden

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED PERSON HEREBY AGREES TO ACT IN THIS CAPACITY AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 12th DAY OF JANUARY, 1998.


Randolph B. Bowden
(Registered Agent)

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TALLAHASSEE, FLORIDA