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January 21, 1998

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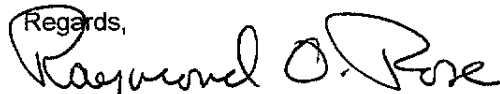
Florida Department Of State
Division Of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: Incorporation papers for: **MultiDyne, Inc.**

Dear Sir:

Enclosed is a check for \$122.50, which is to pay the filing fee of \$70.00 plus \$52.50 for a return certified copy of the Articles of Incorporation. As a matter of information, the corporation's name, "MultiDyne" is one word. Please call collect if there are any questions or problems with the paperwork.

Regards,


Raymond O. Rose
Incorporator & Registered Agent

MultiDyne, Inc.
1912 S. University Drive, Suite 107
Davie, Florida 33324
(954) 587-6276

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

For

MultiDyne, Inc.

I, the undersigned for the purpose of forming a corporation pursuant to the laws of the State of Florida do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this Corporation shall be **MultiDyne, Inc.** and the principal office shall be located at:

1912 S. University Drive, Suite 107
Davie, Florida 33324

ARTICLE II

The Corporation is authorized to conduct any and all business not prohibited and to exercise any and all powers permitted by the Laws of the State of Florida.

ARTICLE III

The capital stock of this Corporation shall consist of **two classes of Common Stock and one class of Preferred Stock.**

The maximum number of shares of Common Stock that this Corporation is authorized to have outstanding at any time is **NINETY-NINE MILLION (99,000,000) shares of Class "A" Common Stock with a par value of \$0.01 (One Cent) per share and ONE MILLION (1,000,000) shares of Class "B" Common Stock with a par value of \$0.001 (One Mil) per share.**

MultiDyne, Inc.

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The Class "A" Common Stock shares shall each have one (1) vote per share, non-cumulative voting rights and shall have no pre-emptive rights, and shall be non-assessable.

The Class "B" Common Stock shares shall each have one-hundred (100) votes per share, non-cumulative voting rights, no pre-emptive rights and shall be non-assessable.

This Corporation shall also have FIFTY MILLION (50,000,000) shares of Preferred Stock with a par value of \$0.10 (Ten Cents) per share, which may be issued in different series. For each series, the Board of Directors of this Corporation may set different dividend rates (if any), conversion rates (if convertible), voting privileges (if any), redemption terms (if redeemable) and any other terms and conditions deemed by them to be appropriate.

ARTICLE IV

This Corporation is to exist perpetually.

ARTICLE V

The street address of the initial registered office of this Corporation is:

4155 S.W. 67th Avenue, Apt. 201-B
Davie, Florida 33314

The Corporation may have such other places of business, both within and without the State of Florida and in foreign countries, as may be deemed necessary or convenient by the Board of Directors of this Corporation.

ARTICLE VI

The name and address of the initial registered agent of this corporation is:

Raymond O. Rose.
4155 S.W. 67th Avenue, Apt. 201-B
Davie, Florida 33314

ARTICLE VII

The Board of Directors of this Corporation shall consist of not less than one member, initially. The number may be increased or diminished from time to time, but shall never be less than one.

ARTICLE VIII

The name and address of the member of the first Board of Directors who shall hold office for the first year of the Corporation's existence, or until his successor is elected and qualified is:

Raymond O. Rose
4155 S.W. 67th Avenue, Apt. 201-B
Davie, Florida 33314

MultiDyne, Inc.

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ARTICLE IX

The management and control of the business of this Corporation shall be conducted by the following officers under the direction of the Board of Directors, to-wit; a Chief Executive Officer (if designated), a Chief Operations Officer (if designated), and Chief Financial Officer (if designated) and a President, one or more Vice-Presidents, one or more Assistant Vice-Presidents, a Treasurer, one or more Assistant Treasurers, a Secretary, and one or more Assistant Secretaries. The Corporation shall have as a minimum, a President, a Treasurer and a Secretary. One or more offices may be held by the same person. The offices of the President and that of the Secretary may be held by the same person.

The Board of Directors, by resolution, may limit the specific duties, powers and authorizations to act of any officer. If, not limited by such a resolution, then the duties, powers and authorizations to act will be governed by the By-Laws of this Corporation.

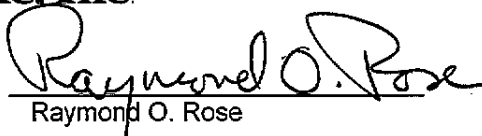
ARTICLE X

The operation of this Corporation's business shall conform to its By-Laws as either adopted by the Board of Directors or as approved by a majority of the stockholders of this Corporation entitled to vote at a regular or special meeting of the stockholders in accordance with their respective voting rights. Any portion of the By-Laws amended or approved by a vote of the Common Stockholders, in accordance with their voting privileges per share, may be amended only by those Common Stockholders entitled to subsequently vote thereon in accordance with their voting privileges per share.

ARTICLE XI

These Articles Of Incorporation may be amended by a resolution adopted by the Board of Directors and proposed to the Stockholders at a regular or special meeting and approved by a majority vote of the shares of Common Stock, voted in accordance with their voting privileges per share and entitled to vote thereon.

IN WITNESS WHEREOF, the initial Subscriber, Incorporator and Registered Agent has hereunto set his hand and seal this 21st day of January, 1998. The undersigned, Registered Agent acknowledges and states that he is familiar with and accepts the duties and responsibilities as Registered Agent for **MultiDyne, Inc.**


Raymond O. Rose

Incorporator and Registered Agent