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April 14, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Incorporation of JMD Financial Services, Inc.

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****122.50 ****122.50

Gentlemen:

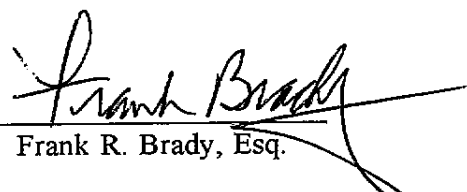
Enclosed is the original articles of incorporation of JMD Financial Services, Inc., together with a check in the amount of \$122.50 to cover the filing fee and registered agent fee. Please file the original articles and return a certified copy to me at your earliest convenience.

Thank you for your attention to this request.

Very truly yours,

BRADY & BRADY, P.A.

By:


Frank R. Brady, Esq.

FRB/nb
enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK APR 20 1998

ARTICLES OF INCORPORATION
OF
JMD FINANCIAL SERVICES, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of this corporation is JMD FINANCIAL SERVICES, INC.

ARTICLE TWO

The corporation is to have perpetual existence.

ARTICLE THREE

The corporation may transact any and all lawful business for which corporations may be incorporated under chapter 607, Florida Statutes and engage in any trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business. The corporation shall also be authorized to engage in such other business activities as may be necessary or permissible for its operation.

ARTICLE FOUR

4.01 The corporation hereby authorizes the issuance of common stock. The aggregate number of shares of common stock which the corporation shall have the authority to issue is 10,000,000 shares, having a par value of \$.0001 pre share, and full right and power to vote, receive dividends or distributions of capital, including liquidating distributions and manage the affairs of the corporation.

4.02 The registered owners of common stock shall be empowered to manage the affairs of the corporation in lieu of the directors or until the board of directors is elected by the shareholders. The names and addresses of the initial board of directors of the corporation are as follows:

Joseph P. Doxey
18171 181st Circle South
Boca Raton, FL 33492

C. Eric Jones
420 N. Swinton Avenue
Delray Beach, FL 33444

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TALLAHASSEE, FLORIDA

Anita Morse
23285 Mirabella Circle North
Boca Raton, Florida 33433

ARTICLE FIVE

5.01 The mailing address of the principal corporate office of the corporation is 3100 S. Congress Avenue, Suite 6, Boynton Beach, FL 33426.

5.02 The street address of the initial registered office and the name of the initial Registered Agent for this corporation to accept service of process within the State of Florida is Joseph P. Doxey, 3100 S. Congress Avenue, Suite 6, Boynton Beach, FL 33426.

ARTICLE SIX

The name of the incorporator is Joseph P. Doxey, whose address is shown in Article Four, paragraph 4.02 above. Said incorporator is over the age of eighteen (18) years, sui juris and a resident of the State of Florida.

ARTICLE SEVEN

The above named shareholders shall manage the affairs of the corporation in lieu of the directors or until the shareholders elect a board of directors at the first meeting of shareholders. The Bylaws may provide for such increase or change, from time to time, in number of directors as is authorized by law.

ARTICLE EIGHT

The capital stock of the Corporation and all shares representing such stock are subject to rescission, cancellation and restrictions upon any voluntary or involuntary transfer, sale, hypothecation, encumbrance or other alienation as provided for under an agreement among shareholders on file with the Corporation at its principal office, and the certificates representing such stock shall bear a legend stating that such shares are subject to such restrictions.

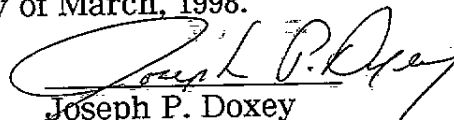
ARTICLE NINE

Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation.

ARTICLE TEN

The effective date of this corporation shall be the filing date of these Articles of Incorporation in accordance with Florida Statutes §607.0203.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation this _____ day of March, 1998.

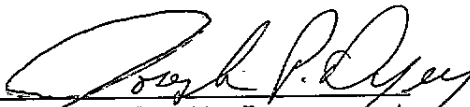

Joseph P. Doxey
Incorporator

STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State and Naming Agent Upon Whom Process May be Served.


The following is submitted in compliance with the Florida General Business Corporation Act:

JMD FINANCIAL SERVICES, INC. is a corporation organized under the laws of the State of Florida, with its Registered Office located at 3100 S. Congress Avenue, Suite 6, Boynton Beach, FL 33426, and has named Joseph P. Doxey as its registered agent to accept service of process within this State at the office specified in his acceptance below.


Joseph P. Doxey, Incorporator

ACCEPTANCE:

I hereby agree, as Registered Agent of JMD FINANCIAL SERVICES, INC., to accept Service of Process; to keep my office at 3100 S. Congress Avenue, Suite 6, Boynton Beach, FL 33426 open during the hours prescribed by §48.081, Florida Statutes; to post my name (and any other officers of said corporation authorized to accept service or process at the Florida designated address) in some conspicuous place in said office as required by law.


Joseph P. Doxey, Incorporator

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TALLAHASSEE, FLORIDA