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LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

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NEW FILINGS	AMENDMENTS Amendment
NEW FILINGS Profit NonProfit	AMENDMENTS Amendment Resignation of R.A., Officer/Director

OTHER FILINGS		
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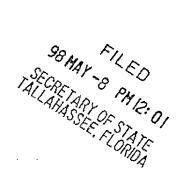
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Examiner's Initials

ARTICLES OF INCORPORATION

OF

Telmar Systems, Inc.



ARTICLE I - NAME

The name of the corporation Telmar Systems, Inc., located at 400 Jefferson Drive, Apt. 108, Deerfield Beach, Florida 33442.

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 the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock. The owners of all issued and not issued shares shall be:

25%	Armando Camejo 3977 S.W. 143 Place
	Miami, FL 33175
25%	Carlos Rodriguez
	16445 collins Avenue, #1125
	Maimi Beach, Florida 33160
25%	Lance Jahnke
	400 Jefferson Drive, Apt 108
	Deerfield Beach, Florida 33442
25%	Kevin Mayhew
	6446 Leslie St.
	Palm Beach Gardens, Florida 33418

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of this corporation is Lance Jahnke at 400 Jefferson Drive, Apt. 108, Deerfield Beach, Flroida 33442.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have four (4) director 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 name and address of the initial Directors of this corporation is as follows:

Armando Camejo President 3977 S.W. 143 Pl Miami, FL 33175

Carlos Rodriugez
Vice-President
16445 Collins Avenue, #1125
Miami Bech, FL 33160

Lance Jahnke
Secretary
400 Jefferson Drive, Apt. 108,
Deerfield Beach, Florida 33442

Kevin Mayhew
Treasurer
6446 Leslie St.
Palm Beach Gardens, Florida 33418

ARTICLE VII - BY-LAWS

The By-Laws of this corporation may be adopted, altered, amended or repealed by either the Stockholders or the Board of Directors.

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any Officer or Director to the full extent permitted by law.

ARTICLE IX - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share

thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X - INCORPORATOR

The name and the address of the person signing these Articles is Lance Jahnke at 400 Jefferson Drive, Apt 108, Deerfield Beach, Florida 33442.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision 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 28th day of April, 1998.

Lance Jahnke

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 CORPORATION 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 ITS DUTIES.

DATED THIS 28TH DAY OF APRIL, 1998.

Lance Jahnke
Registered Agent

A))SS

STATE OF FLORIDA)

(SS

(COUNTY OF DADE)

BEFORE ME, a notary public authorized in the State and County set forth above, personally appeared Lance Jahnke personally known to me or who has produced a Florida driver's license and who as Incorporator, executed the foregoing **Telmar Systems**, **Inc.** and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 28th day of August, 1998.

NOTARY PUBLIC

My Commission Expires:

ELVIA I. FERNANDEZ
COMMISSION # CC733369
EXPIRES JUN 14, 2002
BONDED THROUGH
ADVANTAGE NOTARY OF FLORIDA

Elvia I. Fernandez 8040 S.W. 18 Terrace Miami, FL 33155