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LAW OFFICE
JOSEPH M. BALOCCO, P. A.
1323 SE Third Avenue
Fort Lauderdale, Florida 33316

JOSEPH M. BALOCCO
THOMAS T. COON, JR.

Telephone: (954) 764-0005
Facsimile: (954) 764-1478

May 5, 1998

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

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-05/08/98--01063--006
****122.50 ****122.50

RE: HUDSON CAPITAL GROUP, INC.

To Whom It May Concern:

Enclosed please find original and one copy of Articles of Incorporation for the above proposed corporation.


If same meets with your approval, I would ask that you please file the original, endorse the copy, certify it and return in the self-addressed, stamped envelope provided.

Our check in the sum of \$122.50 is enclosed to cover the various filing fees.

Thank you very much for your continued courtesies and cooperation.

Sincerely yours,

JOSEPH M. BALOCCO, P.A.


Thomas T. Coon, Jr.

Enclosures

APPROVED
AND
FILED
98 MAY -8 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thomas Coon GAVE
AUTHORIZATION BY PHONE TO
ST PA Acceptance to: Hudson Capital Group, Inc.
5/13/98
BB

B. BROCK MAY 13 1998

**ARTICLES OF INCORPORATION
of
HUDSON CAPITAL GROUP, INC.**

ARTICLE I - NAME

The name of this corporation is: HUDSON CAPITAL GROUP, INC. The principal address of the corporation is 1402 East Las Olas Boulevard, Suite 1092, Fort Lauderdale, Florida 33301.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

The corporation may conduct any lawful business for which a corporation may exist under Chapter 607 of the Florida Statutes.

ARTICLE IV - STOCK

This corporation is authorized to issue 100 shares of NO par value common stock which shall be designated "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 1402 East Las Olas Boulevard, Fort Lauderdale, Florida 33301, and the name of the initial registered agent of this corporation at that address is: Peter Wright.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) Director(s) constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By Laws. The name(s) and address(es) of the initial Board of Directors of this Corporation is (are):

NAME:	ADDRESS:
STEVEN W. HUDSON	1402 EAST LAS OLAS BOULEVARD FORT LAUDERDALE, FLORIDA 33301
HARRIS W. HUDSON	1402 EAST LAS OLAS BOULEVARD FORT LAUDERDALE, FLORIDA 33301
PETER WRIGHT	1402 EAST LAS OLAS BOULEVARD FORT LAUDERDALE, FLORIDA 33301

ARTICLE VIII - INCORPORATORS

98 MAY - 8 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

The name and address of each person signing these Articles is:

NAME:	ADDRESS:
STEVEN W. HUDSON	1402 EAST LAS OLAS BOULEVARD FORT LAUDERDALE, FLORIDA 33301
HARRIS W. HUDSON	1402 EAST LAS OLAS BOULEVARD FORT LAUDERDALE, FLORIDA 33301
PETER WRIGHT	1402 EAST LAS OLAS BOULEVARD FORT LAUDERDALE, FLORIDA 33301

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21 day of April, 1998.


SUBSCRIBER


SUBSCRIBER


SUBSCRIBER

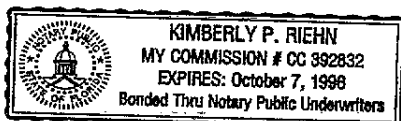
STATE OF FLORIDA
COUNTY OF BROWARD

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared HARRIS W. HUDSON, STEVEN W. HUDSON and PETER WRIGHT known to me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation or who produced valid Florida Driver Licenses as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 21st day of April, 1998.

My Commission Expires:


NOTARY PUBLIC



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

Hudson Capital Group, Inc.
FIRST-THAT DESIRING TO ORGANIZE OR QUALIFY UNDER
THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT
1402 EAST LAS OLAS BOULEVARD, CITY OF FORT LAUDERDALE, STATE OF FLORIDA,
33301, HAS NAMED PETER WRIGHT, LOCATED AT 1402 EAST LAS OLAS BOULEVARD,
CITY OF FORT LAUDERDALE, STATE OF FLORIDA, 33301, AS ITS AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE _____

HARRIS W. HUDSON

TITLE _____

PRESIDENT

DATE _____

4/21/98

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE
TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY
DUTIES.

SIGNATURE _____

PETER WRIGHT

DATE _____

4/21/98

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAY -8 AM 10:49

APPROVED
AND
FILED