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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: H,M, GROUP CORP.

AUDIT NUMBER.....H98000014352

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF a STATUS..0

PAGES..... 4

CERT. COPIES.....1

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(4)

**ARTICLES OF INCORPORATION
OF
E.L.M. GROUP CORP.**

THE UNDERSIGNED, each a natural person competent to contract for the purpose of forming a corporation under the laws of the State of Florida, hereby adopt(s) the following Articles of Incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of this Corporation shall be:

E.L.M. GROUP CORP.

ARTICLE II - NATURE OF BUSINESS

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

ARTICLE III - AUTHORIZED CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is Ten (10) shares of Common Stock having a par value of One Hundred Dollars (\$100.00) per share.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation will begin business shall not be less than One Hundred (\$100.00) Dollars.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

This instrument prepared by:
Marvin I. Wiener, Esq.
FBN 087610
2121 Ponce de Leon Boulevard
Suite 900
Coral Gables, Florida 33134
(305) 445-8888

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ARTICLE VI - INITIAL ADDRESS

The initial street address in this State of the principal office of the Corporation shall be:

2545 Jardin Lane
Weston, Florida 33327

ARTICLE VII - DIRECTORS

1. The number of Directors of this Corporation shall be no less than (1).
2. The names and street addresses of each member of the first Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Milagro Carrillo	2545 Jardin Lane Weston, Florida 33327
Flavia Maletta	139 Evans Farm Road Morristown, New Jersey 07960

ARTICLE VIII - SUBSCRIBERS

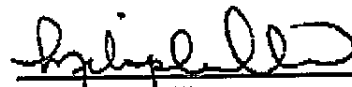
The names and street addresses of each person signing these Articles of Incorporation as a subscriber are as follows:

<u>Name</u>	<u>Address</u>
Milagro Carrillo	2545 Jardin Lane Weston, Florida 33327

ARTICLE IX - REGISTERED AGENT

The street address of the initial Registered Office of this corporation shall be 2121 Ponce de Leon Boulevard, Suite 900, Coral Gables, Florida 33134 and the name of the initial Registered Agent at such address shall be Marvin I. Wiener.

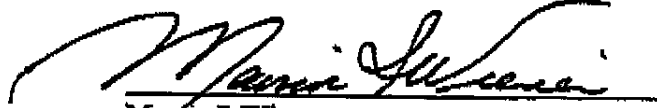
IN WITNESS WHEREOF, the undersigned subscribing incorporator does hereby make, subscribe, acknowledge and certify that the foregoing Articles of Incorporation are true and correct and have hereunto set our hands and seals this 29 day of January, 1998.

 (SEAL)
Milagro Carrillo

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The undersigned whose street address is 2121 Ponce de Leon Boulevard, Suite 900, Coral Gables, Florida 33134 accepts the designation as Registered Agent as is contained in the above Articles.


 Marvin I. Wiener
 Registered Agent

STATE OF FLORIDA)
 COUNTY OF Broward)

The foregoing instrument was acknowledged before me this 29 day of July, 1998, by MILAGRO CARRILLO, of H.M. GROUP CORP., a Florida corporation, on behalf of the corporation. She is personally known to me or has produced an identification.


 Notary Public Margaret M. Higgins
 State of Florida

RESIDENT AGENT
 CERTIFICATE



MARGARET M. HIGGINS
 MY COMMISSION & CERTESITY EXPIRES
 September 17, 1998
 BONDED THRU TROY FARM INSURANCE, INC.

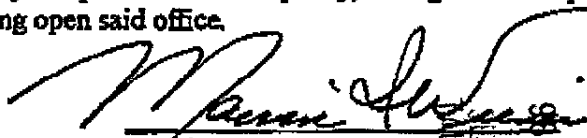
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First: That H.M. GROUP CORP. desiring to organize under the laws of the State of Florida, with its initial office, as indicated in the Articles of Incorporation, in the city of Miami, County of Dade, State of Florida, has named Marvin I. Wiener, Esq., as its agent to accept service of process within this state.


 Milagro Carrillo

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


 Marvin I. Wiener
 Resident Agent

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 CLERK OF STATE
 FLORIDA