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Brian J. Samuels, Esq.
4021 N. 41st Ct.
Hollywood, FL 33021

October 27, 1998

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Attention: New Filings

200002675882--9
-10/29/98--01076--007
*****87.50 *****87.50

Re: Fountainhead Technologies Group, Inc.

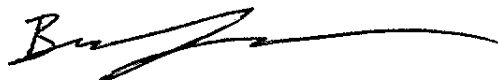
980002675882--8
-10/29/98--01076--006
*****131.21 *****87.50

Dear Sir or Madam:

Enclosed please find the articles of incorporation for the above-referenced company and check in the amount of \$87.50. Please process the articles and return all certified copies to me at the above address.

Thank you for your attention to this matter.

Sincerely yours,



Brian J. Samuels, Esq.

FILED
98 OCT 29 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA - 10/30/98

**ARTICLES OF INCORPORATION
OF
FOUNTAINHEAD TECHNOLOGIES GROUP, INC.**

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**ARTICLE I
NAME OF CORPORATION**

The name of this Corporation shall be:

Fountainhead Technologies Group, Inc.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and the mailing address of this Corporation is 2530 Okechobee Lane, Suite B, Fort Lauderdale, Florida 33312.

**ARTICLE III
AUTHORIZED SHARES**

The total authorized capital stock of this Corporation shall consist of 100,000 shares of Common Stock, par value \$1.00 per share.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV

ADDRESS OF REGISTERED OFFICE IN THIS STATE

The street address of the initial registered office of this Corporation in the State of Florida is 2530 Okechobee Lane, Suite B, Fort Lauderdale, Florida 33312 and the initial registered agent of this Corporation at that address shall be Bradley S. Gellman.

ARTICLE V

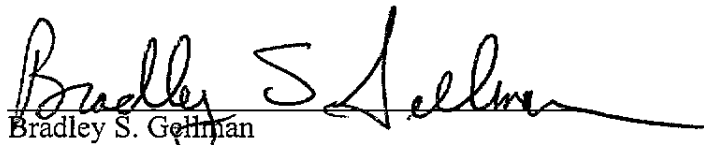
INCORPORATOR

The name and street address of the persons signing these Articles of Incorporation is


Bradley S. Gellman
2530 Okechobee Lane, Suite B
Fort Lauderdale, Florida 33312

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98 OCT 29 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, we have hereunto subscribed our hands and seals this 27 day
of October, 1998.


Bradley S. Gellman
Incorporator

THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607.0505.


Bradley S. Gellman
Registered Agent