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Florida Department of State

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

FLORIDA CAPITAL ENTERPRISE CORP.

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ARTICLES OF INCORPORATION
OF
FLORIDA CAPITAL ENTERPRISE CORP.

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The undersigned, a natural person competent to contract, does hereby make
subscribe and file these Articles of Incorporation for the purpose of organizing a
corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be: FLORIDA CAPITAL ENTERPRISE CORP.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 865 S.W. 78th
Avenue, Suite #100, Plantation, Florida 33324.

ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be
to engage in any and all lawful business permitted under the laws of the United States
and the Certified Capital Company Act under Section 288.99 of the Florida Business
Corporation Act.

ALAN H. BASEMAN, ESQ., FLA. BAR #561347
Atlas, Pearlman, Trop & Borkson, P.A.
200 East Las Olas Boulevard, Suite 1900
Fort Lauderdale, Florida 33301
Phone No.: (954) 763-1200

ARTICLE IV
CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be (i) two million (2,000,000) shares of common stock, par value \$.001 per share, of which 1,000,000 shares have been designated as Class A Common Stock and 1,000,000 shares have been designated as Class B Common Stock.

The Class A Common Stock shall be designated as follows:

1. Designation and Number of Shares. The Series A Common Stock shall be designated "Class A Common Stock" of a par value of \$.001 per share, and the number of shares constituting the Class A Common Stock shall be 1,000,000 shares.

2. Dividend and Distribution Rights. Provided shares of Class A Common Stock are outstanding, the Class A Common Stock shall be entitled to up to 50% of all dividends and distributions declared by the Corporation with respect to its Common Stock. Dividends and distributions shall not be mandatory and shall be declared solely within the discretion of the Board of Directors of the Corporation.

3. Distributions Upon Liquidation, Dissolution or Winding Up. In the event of any voluntary or involuntary liquidation, dissolution or winding up of affairs of the Corporation, and to the extent there are shares of Class A Common Stock outstanding and subject to the existence of any class or series of Preferred Stock then outstanding,

the holders of the Class A Common Stock shall be entitled to up to 50% of any distributions made to the holders of Common Stock.

4. Conversion Rights. Class A Common Stock may be issued by the Corporation only upon conversion of the Corporation's Convertible Promissory Notes maturing on such date as mutually agreed upon by the parties (the "Notes"). Each of the Notes are convertible into Class A Common Stock at such conversion rate as mutually agreed upon by the parties. No fractional share or scrip representing a fractional share will be issued upon conversion of the Class A Common Stock, which shall be rounded to the nearest whole share of Common Stock. In the event of a reclassification, merger, consolidation or change of shares of the Class A Common Stock, the Company shall make adjustments to the conversion ratio which shall be nearly as equivalent to that stated above as may be practical.

5. Redemption. The Class A Common Stock shall not be subject to any right of redemption by the Corporation and nothing shall obligate the Corporation to redeem the Class A Common Stock at any time.

6. Voting Rights. Except as may be provided by law, the Class A Common Stock shall not be entitled to any vote of matters submitted to the shareholders of the Corporation for approval. The consent of the holders of at least two-thirds of this Class A Common Stock at the time outstanding shall be necessary to change, alter or revoke the rights and preferences conferred upon the Class A Common Stock by these Articles

of Incorporation, as amended from time to time, or for issuance of further shares of this Class of Common Stock.

7. Exclusion of Other Rights. Except as may otherwise be required by law, the shares of Class A Common Stock shall not have any preference or relative participating, optional or other special rights, other than those specifically set forth in this Articles of Incorporation. The shares of Class A Common Stock shall have no preemptive or subscription rights.

The Class B Common Stock shall be designated as follows:

1. Designation and Number of Shares. The Class B Common Stock shall be designated "Class B Common Stock" of a par value of \$.001 per share, and the number of shares constituting the Class B Common Stock shall be 1,000,000 shares.

2. Dividend Rights. Provided shares of Class B Common Stock are outstanding, the Class B Common Stock shall be entitled to at least 50% of all dividends declared by the Corporation with respect to its Common Stock. Dividends shall not be mandatory and shall be declared solely within the discretion of the Board of Directors of the Corporation.

3. Distributions Upon Liquidation, Dissolution or Winding Up. In the event of any voluntary or involuntary liquidation, dissolution or winding up of affairs of the Corporation, and to the extent there are shares of Class B Common Stock outstanding and subject to the existence of any class or series of Preferred Stock then outstanding,

the holders of the Class B Common Stock shall be entitled to at least 50% of any distributions made to the holders of Common Stock.

4. Voting Rights. Except for such voting rights that may be possessed by the Class B Common Stock as provided by law, the holders of outstanding shares of the Class B Common Stock shall exclusively possess the voting powers for the election of directors and for all other purposes. The holders of record of Class B Common Stock shall be entitled to one vote for each share of Class B Common Stock standing in the holder's name on the books of the Corporation.

5. Exclusion of Other Rights. Except as may otherwise be required by law, the shares of Class B Common Stock shall not have any preference or relative participating, optional or other special rights, other than those specifically set forth in this Articles of Incorporation. The shares of Class B Common Stock shall have no preemptive or subscription rights.

ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be: Dennis Healey, 865 S.W. 78th Avenue, Suite 100, Plantation, Florida 33324.

ARTICLE VII
BOARD OF DIRECTORS

This Corporation shall have four (4) Directors initially.

ARTICLE VIII
INITIAL DIRECTORS

The name and address of the initial Directors of this Corporation are:

GERALD SMITH
865 S.W. 78th Avenue, Suite #100
Plantation, FL 33424

LARRY SCHWEIGER
865 S.W. 78th Avenue, Suite #100
Plantation, FL 33424


CHARLES FISTEL
865 S.W. 78th Avenue, Suite #100
Plantation, FL 33424

DENNIS HEALEY
865 S.W. 78th Avenue, Suite #100
Plantation, FL 33424

The persons named as initial Directors shall hold office for the first year of existence of this Corporation, or until their successors are elected or appointed and have qualified, whichever occurs first.

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IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 20th day of November, 1998.


Dennis Healey, Incorporator

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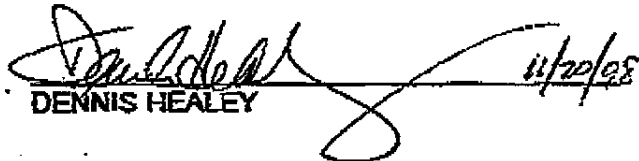
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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

FLORIDA CAPITAL ENTERPRISE CORP., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 865 S.W. 78th Avenue, Suite #100, Plantation, Florida 33424, has named DENNIS HEALEY, whose address is 865 S.W. 78th Avenue, Suite #100, Plantation, Florida 33424, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.


DENNIS HEALEY

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