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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 NOV 20 PM 12:05

TRANSMITTAL LETTER

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

100002692811--8
-11/20/98--01065--011
*****78.75 *****78.75

SUBJECT: Arbours Development Group, Inc.

Enclosed is an original and one (1) copy of the articles of
incorporation and a check for:

✓\$78.75

FROM:

John DeLeo
1145 NE 16th Terrace
Fort Lauderdale, Florida 33304
Tel: (954) 467-0761 Fax (954) 763-4346

NOTE: Please provide the original and one copy of the
articles.

ARTICLES OF INCORPORATION

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

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Article I NAME

The name of the corporation shall be: Arbours Development Group, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 1115 Tequesta Street (SW 4th), Fort Lauderdale, Florida, 33312.

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 10,000,000 shares of Common Stock, par value \$1.00 per share and 2,500,000 shares of Series A Preferred Stock, par value \$1.00 per share.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name of the initial registered agent is: Jeffrey Dillon and his mailing address is 1115 Tequesta Street (SW 4th), Fort Lauderdale, Florida, 33312.

ARTICLE V INCORPORATORS

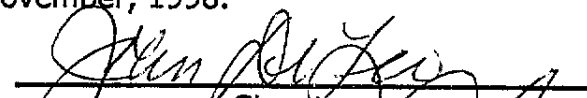
The names and street addresses of the incorporators to these Articles of Incorporation are:


John DeLeo

1145 NE 16th Terrace
Fort Lauderdale, Florida 33304
936 Intracoastal Drive
Fort Lauderdale, Florida 33304

Jeffrey Dillon

The undersigned incorporators have executed these Articles of Incorporation this 19 day of November, 1998.



Signature


Signature

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

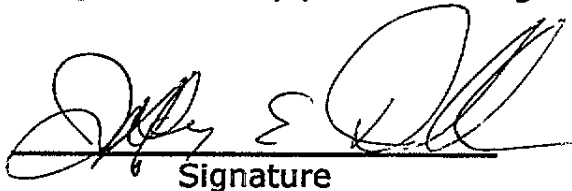
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**PURSUANT TO THE PROVISIONS OF SECTIONS 607.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER
THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.**

1. The name of the corporation is: Arbours Development Group, Inc.
2. The name and address of the registered agent and office is:

**Jeffrey Dillon
1115 Tequesta Street (SW 4th)
Fort Lauderdale, Florida, 33312**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Signature

11/19/98
Date

**DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE,
FLORIDA 32314**