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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: ORION ENTERPRISES, INC.

AUDIT NUMBER.....H98000022336

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

CERT. OF STATUS..0

PAGES..... 4

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF
ORION ENTERPRISES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is: ORION ENTERPRISES, INC.

ARTICLE II - PURPOSES

This corporation is organized for the following purposes:

To do any and all business that is legal in the State of Florida whatsoever.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue Five Thousand (5,000) shares of common stock with no par value.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 2908 Bayshore Drive, City of Ft. Lauderdale, County of Broward, State of Florida, and the name of the initial registered agent of this corporation at this address is: Walter R. Blaha as its agent to accept service of process within this state.

ARTICLE V - PRINCIPAL OFFICE

The principal office of this corporation is:
2908 Bayshore Drive, Ft. Lauderdale, Florida 33304.

This document was prepared by BRIAN S. HELLER, ESQ., Florida Bar No. 858277
155 South Miami Avenue, Suite 1100, Miami, Florida 33130
Telephone (305) 374-6288; Facsimile (305) 374-2289

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ARTICLE VI

It is the intention and purpose of the subscribers of these Articles of Incorporation that the stock of this corporation be qualified and subscribed to and sold all in accordance with the provisions of Section 1244 of the Internal Revenue Code, and it is contemplated that the stockholders and officers of this corporation shall adopt such resolutions as are appropriate in order to effectuate the treating of the stock of this corporation under Section 1244 of the Internal Revenue Code.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
WALTER R. BLAHA	2908 Bayshore Drive Ft. Lauderdale, Florida 33304

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is: Walter R. Blaha
2908 Bayshore Drive
Ft. Lauderdale, Florida 33304

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation of this 30th day of November, 1998.


SUBSCRIBER

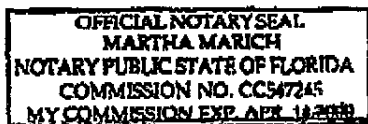
STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknow-

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ledgments in the State and County above set forth, personally appeared Walter R. Blaha known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 30th day of November, 1998.



My commission expires:

Martha Marich
NOTARY PUBLIC, State of Florida
at Large.

ACKNOWLEDGMENT

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

Walter Blaha
REGISTERED AGENT

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