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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

New Jerusalem Mercantile Corp.

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Certificate of Status

Will Wait

Certificate of Good Standing

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ARTICLES ONLY

ALL CHARTER DOCS

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Certificate of FICTITIOUS NAME

FICTITIOUS NAME SEARCH

CORP SEARCH

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Ordered By: _____

Date: _____

DEC 07 1998

ARTICLES OF INCORPORATION

OF

NEW JERUSALEM MERCANTILE CORP.

The undersigned, acting as incorporator of this Corporation under the provisions of Chapter 607 of the Florida Statutes, as amended, adopts the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is NEW JERUSALEM MERCANTILE CORP. hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is at 12305 NW 5th Avenue, Miami, Florida 33168.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purposes for which the Corporation is organized are to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and

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for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 12305 NW 5th Avenue, Miami, Florida 33168, and JUSTICE U. OFFOR is the registered agent at that office.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

The initial Board of Directors of the Corporation shall be comprised of:

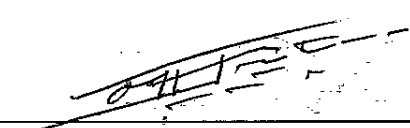
JUSTICE U. OFFOR
18330 NW 44th Place
Opa-Locka, Florida 33055

ARTICLE IX: INCORPORATOR

The incorporator of the Corporation is as follows:

JUSTICE U. OFFOR
18330 NW 44th Place
Opa-Locka, Florida 33055

IN WITNESS WHEREOF, I, JUSTICE U. OFFOR, the undersigned
incorporator, have signed these Articles of Incorporation on this
3RD day of 5th DECEMBER, 1998 and acknowledged the same to be
my act.

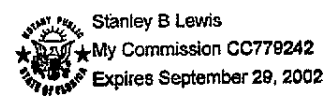


JUSTICE OFFOR

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 3rd
day of December, 1998 by JUSTICE OFFOR, who personally appeared
before me at the time of notarization, and who has produced a
Florida Driver's License as identification.

NOTARY PUBLIC:
SIGN: Stanley B. Lewis
PRINT: Stanley B. Lewis
STATE OF FLORIDA AT LARGE



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

Pursuant to Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That NEW JERUSALEM MERCANTILE CORP., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida, has named NEW JERUSALEM MERCANTILE CORP. located at 12305 NW 5th Avenue, Miami, Florida 33168 in the City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

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.

BY: 
JUSTICE OFFOR

DATE: 12/03/98

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