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OFFICE
Ronald L. Miller

VENTURE CORPORATE CENTER I
SUITE 320
3440 HOLLYWOOD BOULEVARD
HOLLYWOOD, FLORIDA 33021
(954) 961-7706 (BROWARD)
(954) 967-8577 (FAX)

December 3, 1998

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*****78.75 *****78.75

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

Re: Orion Financial Services, Inc.

Dear Sir/Madam:

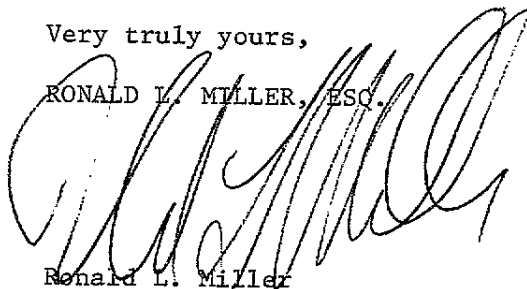
Enclosed please find original and one (1) copy of Articles of Incorporation for Orion Financial Services, Inc. along with my Law Office Check to Secretary of State in the amount of \$78.75 representing payment for the filing fee and requested Certified Copy of Articles of Incorporation.

Kindly have the Certified Copy of Articles of Incorporation for Orion Financial Services, Inc. mailed to my office at your earliest convenience.

Thank you in advance for your cooperation in this matter, and should you have any questions at all, please do not hesitate to contact me.

Very truly yours,

RONALD L. MILLER, ESQ.



Ronald L. Miller

FILED
98 DEC -9 PM 4:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RLM:jm
Encls.

Ronald
GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Certificate*
DATE *12/10/98*
DOC. EXAM *TA*

TA-12/10/98

ARTICLES OF INCORPORATION
OF
ORION FINANCIAL SERVICES, INC.

FILED
98 DEC -9 PM 4:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby associate for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of corporation for profit.

ARTICLE I

The name of the Corporation shall be:
ORION FINANCIAL SERVICES, INC.

Its business shall be carried on in Florida and at such other points and places in the State of Florida and in the United States and foreign countries as may, from time to time, be authorized by the Board of Directors.

ARTICLE II

The general nature of the business to be transacted is as follows:

To engage in a business and to execute any and all the powers authorized and permitted by virtue of the Corporate laws of the State of Florida. This corporation shall have all of the general powers, but no recitations, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers permitted to corporations for profit are hereby included.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time shall be TEN THOUSAND (10,000) Shares at ONE (\$1.00) Dollar Par Value.

ARTICLE IV

The minimum capital requirements of this corporation shall be that which is required by Florida Law.

ARTICLE V

This Corporation shall exist perpetually.

ARTICLE VI

The principal place of business of this Corporation shall be located at 3440 Hollywood Boulevard, Suite 320, Hollywood, Broward County, Florida 33021, and it may have other places of business, both within and without the State of Florida and in foreign countries as may be necessary or convenient, with its mailing address at: 3440 Hollywood Boulevard, Suite 320, Hollywood, Florida 33021.

ARTICLE VII

The business of this Corporation shall be conducted by a Board of Directors of not less than ONE (1) Director, the exact number of Directors to be fixed by the By-laws of this corporation.

ARTICLE VIII

The name and post office address of the Board of Director of this Corporation who shall hold office until the organization meeting of this Corporation or until his successor is elected has qualified is as follows:

MYRON SHAPIRO

3440 Hollywood Boulevard
Hollywood, Florida 33021

ARTICLE IX

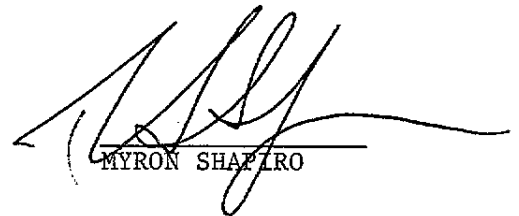
The name and post office address of the subscriber to these Articles of Incorporation and a statement of the number of shares of Common Stock and percentage of ownership in the corporation which he has agreed to take is

as follows:

<u>NAME AND ADDRESS</u>	<u>NO. OF SHARES</u>	<u>OWNERSHIP PERCENTAGE</u>	<u>PAR VALUE</u>
MYRON SHAPIRO 3440 Hollywood Blvd. Hollywood, Florida 33021	5,000	100%	\$1.00

the provisions of this Charter and each and every Article and section thereof and the By-laws of this Corporation shall be considered a part of every contract and transaction to which this Corporation shall be a party. Every person, association an/or Corporation dealing with this Corporation are hereby charged with notice and knowledge of this Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this th30 day of November, 1998.

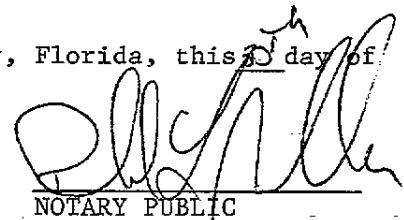


MYRON SHAPIRO

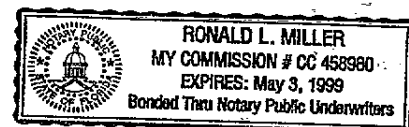
STATE OF FLORIDA)
:
COUNT OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared, MYRON SHAPIRO, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation and she acknowledged before me that she executed the same and subscribed to the same for the purposes therein expressed.

WITNESS My hand and seal at Hollywood, Broward County, Florida, this th30 day of Novmeber, 1998.



NOTARY PUBLIC

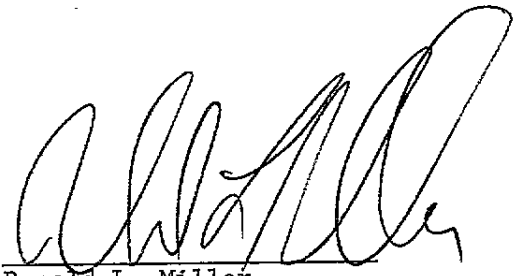


,INC.

That ORION FINANCIAL SERVICES, / desiring to organize under the laws of the State of Florida with its principal offices as indicated in these Articles of Incorporation in Broward County, Florida has named RONALD L. MILLER, ESQ., located at 3440 Hollywood Boulevard, Suite 320, Hollywood, Florida 33021 as its agent to accept services of process within the State of Florida.

ACKNOWLEDGMENT

HAVING BEEN named to accept service of process for the above named 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.



Ronald L. Miller,
Registered Agent

FILED
98 DEC -9 PM 4:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA