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TRANSMITTAL LETTER

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL. 32399

600002746036--3

-01/19/99--01081--004

131.25 **87.50

SUBJECT: Forward Looking Technologies, Inc.

Enclosed are an original and two (2) copies of the articles of incorporation and a check for \$131.25 for: Filing fee, Certified copy & Certificate.

FROM:

David H. Siegel

3055 Harbor Drive, Suite #6103

Ft. Lauderdale , FL. 33316

305-933-8779

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 19 AM 11:27

1-25
MS

ARTICLES OF INCORPORATION
OF
FORWARD LOOKING TECHNOLOGIES, INC.

FILED STATE
SECRETARY OF CORPORATIONS
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DIVISION OF CORPORATIONS

Article 1

Corporate Name

The Name of this corporation is: Forward Looking Technologies, Inc.

Article II

Purpose

This corporation is organized for the following purposes:

1. To buy, sell, exchange, rent, lease, improve, and maintain real or personal property and to otherwise deal in and with real property and personal property of whatever nature or kind; to deal in and with investments of whatever kind and to provide investment opportunities and services.

2. To act to such extent as a corporation organized under the Business Corporation Laws of this state may now or hereafter lawfully do, either as principal or agent either alone or in connection with other corporations, firms or individuals, all and everything necessary, suitable, convenient or proper for or in connection with or incident

thereto. To accomplish any of the purposes of or the statement of any one or more of the objects herein enumerated or designed directly or indirectly to promote the interest of this corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights and privileges which a corporation may now or hereafter be organized to do which exist under the Business Corporation Law of this state or under any act amendatory thereof, supplemental thereto, or substituted therefore.

Article III

Capital Stock

This corporation is authorized to issue 1,000 shares of common stock with a par value of \$.10 per share.

Article IV

Initial Principal and Registered Office

The street address of the initial principal and registered office of this corporation is: 3055 Harbor Drive, Suite # 1603 Ft.Lauderdale, FL. 33316. The mailing address is : P.O. Box 22658, Ft. Lauderdale, FL. 33335-1767

Article V

Registered Agent

**The initial registered agent of this corporation is: David H. Siegel
located at: 3055 Harbor Drive, Suite # 1603 Ft. Lauderdale, FL. 33316**

Article VI

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 nor more than nine. The
name and address of the initial director of this corporation is, to wit:**

**David H. Siegel 3055 Harbor Drive, Suite #1603
Ft. Lauderdale, FL. 33316**

Article VII

Incorporator

**The name and address of the person signing these Articles is:
David H. Siegel, 3055 Harbor Drive, Suite # 1603 Ft. Lauderdale, FL.
33316.**

**IN WITNESS WHEREOF, the undersigned subscriber has
Executed the Articles of Incorporation of Forward Looking
Technologies, Inc. this 12th day of January, 1999.**



Subscriber

NAME: _____

DATE: _____

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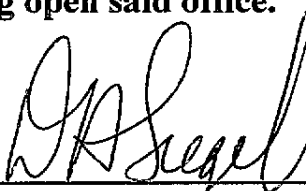
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE
FOR THE SERVICE OF PROCESS IN THIS STATE
NAMING AGENT UPON WHICH PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted in compliance with said act:

First: That Forward Looking Technologies, Inc.,
desiring to organize under the laws of the state of Florida with its
principal office as indicated in the Articles of Incorporation has named
David H. Siegel, whose address is: 3055 Harbor Drive, Suite #1603 Ft.
Lauderdale, Fl. 33316 as its agent to accept service of process
within this state.

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.



David H. Siegel

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