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June 1, 1999

Secretary of State - State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: U.S. Commodities Group, Inc.

600002892816--0
-06/02/99-01068--017
*****78.75 *****78.75


Dear Sir or Madam:

Enclosed please find the original and one copy of the proposed Articles of Incorporation of U.S. Commodities Group, Inc. Also enclosed please find my firm check in the amount of \$78.75 which represents the filing fee and certificate fee for this for-profit corporation.

I would appreciate it if you would return a copy of the filed articles of incorporation to my attention in the enclosed return UPS Overnight Mail envelope.

Your time and consideration with respect to this matter is greatly appreciated. I am

Sincerely,


Daniel J. Shepherd

002:LETTERS:FORM.01

Enclosure - As Stated

FILED
99 JUN -2 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ajc 6/8

ARTICLES OF INCORPORATION
OF
U.S. COMMODITIES GROUP, INC.

FILED
99 JUN -2 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, FOR PURPOSES OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT, HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE I - NAME

The name of this Corporation is U.S. Commodities Group, Inc.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the date of filing of these Articles with the Secretary of State.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is 10,000 shares, all of which shall be common shares with par value of \$1.00.

ARTICLE V - PREEMPTIVE RIGHTS GRANTED

Each shareholder of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 11300 U.S. Highway One, Suite 400, North Palm Beach, Florida 33408, and the name of the initial registered agent of this Corporation is Jeffrey D. Mawhorr.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have One (1) director(s) constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the By-Laws. The name and address of the initial director(s) of this Corporation is/are:

NAME

Jeffrey D. Mawhorr

ADDRESS

11300 U.S. Highway One, Suite 400
North Palm Beach, Florida 33408

ARTICLE VIII -INCORPORATORS

The name and address of each person signing these Articles is:

NAME

ADDRESS

Jeffrey D. Mawhorr

11300 U.S. Highway One
Suite 400
North Palm Beach, Florida 33408

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer, director, or any former officer or director, to the full extent permitted by law.

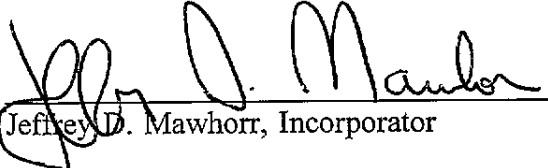
ARTICLE X - AMENDMENTS

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

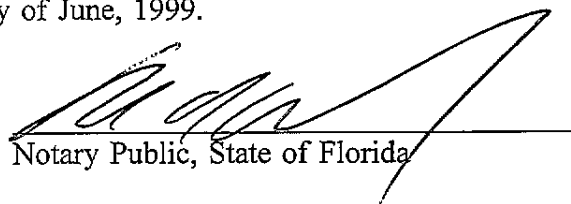
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 1st day of June, 1999.


Jeffrey D. Mawhorr, Incorporator

STATE OF FLORIDA)
) ss
COUNTY OF PALM BEACH)

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Jeffrey D. Mawhorr, known to be 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 1st day of June, 1999.


Notary Public, State of Florida

My commission expires:



**STATE OF FLORIDA
DEPARTMENT OF STATE**

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, AS AMENDED, THE FOLLOWING IS SUBMITTED: _____

FIRST--THAT THE U.S. COMMODITIES GROUP, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS LOCATED AT: 11300 U.S. HIGHWAY ONE, SUITE 400, NORTH PALM BEACH, FLORIDA 33408, HAS NAMED JEFFREY D. MAWHORR, REGISTERED AGENT, LOCATED AT: 11300 U.S. HIGHWAY ONE, SUITE 400, NORTH PALM BEACH, COUNTY OF PALM BEACH, STATE OF FLORIDA 33408, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE _____

Jeffrey D. Mawhorr

TITLE: Incorporator

DATE: June 1, 1999.

ACCEPTANCE:

THE UNDERSIGNED, HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE CERTIFICATE, HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF HIS DUTIES.

Jeffrey D. Mawhorr
Registered Agent

DATE: June 1, 1999

FILED
99 JUN -2 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA