

THOMAS G. SANDER
ATTORNEY AND COUNSELOR AT LAW

TELEPHONE 233-6561
FAX 233-7510
AREA CODE 305

SUITE 110
8925 S.W. 148 STREET
MIAMI, FLORIDA 33176

P99000058350

June 22, 1999

Secretary of State
Capital Building
Tallahassee, Florida 32304

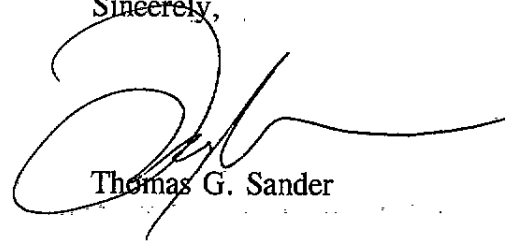
Attn: Corporation Division

Re: 2.54 Group, Inc.

Enclosed is my trust account check in the sum of \$122.50 along with the Articles of Incorporation and Designation of Registered Agent.

If acceptable please issue the Articles of Incorporation and return to this office.

Sincerely,



Thomas G. Sander

TGS/lam

Enclosures

500002916145-7
-06/25/99--01088--013
****122.50 *****78.75

FILED
99 JUN 25 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

2.54 GROUP, INC.

I, the undersigned incorporator, hereby make, subscribe, acknowledge and file with the Secretary of the State of Florida, these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

FILED
99 JUN 25 PM 4 10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation shall be as stated above.

ARTICLE II

The general nature of the business to be transacted by this corporation shall be as follows:

(a) To operate and transact any legal business, and to buy, sell, lease, rent, hire, and maintain equipment for said business and to do generally all and everything incidental to the operation of said business;

(b) To purchase, lease and hold real and personal property and every estate and interest therein and choses in action secured thereby; to improve, manage, operate, sell, mortgage, lease and otherwise dispose of any property; to loan money on such property and to take mortgages and assignments of mortgages on the same; and to transact all or any other business which may be necessary, incidental or proper to the exercise of any of all of the aforesaid purposes of the corporation;

(c) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidence of indebtedness payable at a specified time or times secured by mortgage or otherwise;

(d) To guarantee, endorse, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock, preferred stock, and stock warrants of, or any bonds or other evidence of indebtedness created by any other corporation or corporations, and while owning said stock to exercise all the rights, powers, and privileges or ownership, including the right to vote thereon;

(e) To purchase, sell, and transfer shares of its own capital stock;

(f) To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose in, and buy, property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida, and all other states and countries;

(g) In general, to carry on any other business in connection with the foregoing and to exercise all powers conferred by the laws of Florida upon corporations formed under the general corporation acts all things herein before set forth to the same extent as a natural person might or could do;

(h) The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of special powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III

The maximum number of shares of capital stock authorized to be issued by this corporation shall be four thousand (4,000) shares, having a par value of one dollar (\$1.00) per share. Each of said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property, or in labor or services at a fair valuation to be fixed by the incorporator, or by the board of directors, at a meeting called for such purposes. All stock when issued shall be fully paid for and shall be nonassessable. All stock should be restricted and subject to the terms of a stockholder's agreement.

ARTICLE IV

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred Dollars (\$500.00).

ARTICLE V

This corporation shall have perpetual existence.

ARTICLE VI

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

(1) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the articles of incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

(2) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE VII

The following shall be the street address and the principal office of this corporation, but the corporation shall have the power to move the principal office to any other address in the state of Florida and to establish branch offices and other places of business at such places within the state of Florida, as may be deemed expedient: 12195 Quail Roost Drive, Bldg. No. 3, Miami, Florida 33176.

ARTICLE VIII

There shall be a board of directors for this corporation which shall consist of not less than one (1) and not more than five (5), the number of same to be fixed by the corporate by-laws. Each of said directors shall be of full age and at least one of them shall be a citizen of the United States.

ARTICLE IX

The first Board of Directors shall be:

President, Edward J. Cohen
Treasury, Larry D. Jones
Secretary, Raymond Collins
Vice President, Irving Mc Donald

The members of the first Board of Directors shall hold office for the first year of the existence of the corporation or until their successors are elected or appointed and have qualified.

ARTICLE X

The name and address of the subscriber of these Articles of Incorporation is:

Larry D. Jones
12195 Quail Roost Drive, Bldg. No. 3
Miami, Florida 33176

ARTICLE XI

The corporation reserves the right to amend, alter, change, or repeal any provisions

contained in these Articles of Incorporation in the manner now or hereafter prescribed by the laws of the State of Florida, and all rights conferred upon the stockholders herein are subject to this reservation.

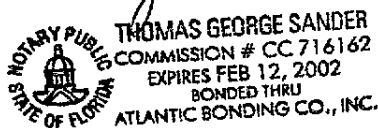
IN WITNESS WHEREOF, I, the undersigned, have executed these Articles of Incorporation for the uses and purposes therein stated.

Larry D. Jones 
LARRY D. JONES

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared LARRY D. JONES, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that she executed the same, that I relied upon the following form of identification of the above-named person: personally known, and that an oath (was) (was not) taken.

WITNESS my hand and official seal at Miami, Miami-Dade County Florida this 22nd day of June, 1999.



NOTARY RUBBER STAMP SEAL


NOTARY SIGNATURE

THIS INSTRUMENT PREPARED BY:
THOMAS G. SANDER, ATTORNEY AT LAW
8925 SW 148th Street, Suite 110
Miami, Florida 33176
Tel. (305) 233-6561

**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 Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First: That 2.54 GROUP, INC., desiring to organize under the laws of the state of Florida with its principal office as is indicated in the Articles of Incorporation at County of Miami-Dade, State of Florida, has named LARRY D. JONES of 12195 Quail Roost Drive, Bldg. No. 3, Miami, Florida 33176, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

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.

BY:  Larry D. Jones
LARRY D. JONES

FILED
99 JUN 25 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA