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Jim Scutti

June 29, 1998

Secretary of State
Division of Corporations
Department of State
The Capitol
Tallahassee, Florida 32301

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-07/06/99-01122-014
****122.50 *****78.75

RE: Helius Capital Group, Inc.

Dear Sir or Madam:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

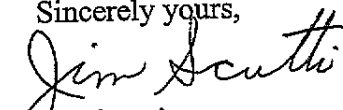
Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>

Total: \$122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned. A self-addressed, stamped envelope is enclosed for your convenience to return the certified copy.

Your prompt attention to this matter would be appreciated.

Sincerely yours,


Jim Scutti
For the Firm

JS/ig
Encl.

cc: Thomas E. LaRossa

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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WS

ARTICLES OF INCORPORATION

OF

HELIUS CAPITAL GROUP, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

Article I - Name

The name of this corporation is Helius Capital Group, Inc.

Article II - Principal Office and Mailing Address

The principal office and mailing address of the corporation is 2461 Queen Palm Road, Boca Raton, Florida 33432.

Article III - Authorized Shares

The maximum number of shares of capital stock which the corporation shall have the authority to issue and have outstanding at any one time shall be 25,000,000 shares of common stock having a par value of \$.001 per share.

Article IV - Initial Registered Office and Agent

The name and street address of the initial registered agent and office of this corporation is Thomas E. LaRossa, 2461 Queens Palm Road, Boca Raton, Florida 33432.

Article V - Incorporator

The name and address of the Incorporator is Thomas E. LaRossa, 2461 Queens Palm Road, Boca Raton, Florida 33432.

Article VI - Initial Board of Directors

The corporation shall have three directors initially. The number of directors may be increased or decreased by the bylaws but shall never be less than one. The names and addresses of the initial directors are 1) Thomas E. LaRossa, 2461 Queens Palm Road, Boca Raton, Florida 33432; Anna C. Donohue, 2461 Queens Palm Road, Boca Raton, Florida 33432 and Fred Burton, P O Box 23881, Fort Lauderdale, FL 33307.

Article VII - Purpose

The purpose of this corporation is to transact any and all lawful business.

Article VIII - Bylaws

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

Article IX - Indemnification

The corporation shall indemnify its officers, directors and authorized agents or any former officer, director or authorized agent, for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida Law existing now or hereinafter enacted.

Article X - Affiliated Transactions

This corporation expressly elects not to be governed by Section 607.0901, Florida Statutes, the affiliated transactions provisions of the Florida Business Corporations Act.


Article XI - Control Share Acquisitions

This corporation expressly elects not to be governed by Section 607.0902, Florida Statutes, the control share acquisition provisions of the Florida Business Corporations Act.

Article XII - Effective Date

The corporation shall commence on the date of execution and acknowledgement of these Articles.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 29th day of June 1999.


Thomas E. LaRossa, Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Helius Capital Group, Inc.
2. The name and address of the registered agent is: Thomas E. LaRossa.



Thomas E. LaRossa, Incorporator
2461 Queen Palm Road
Boca Raton, Florida 33432

Date: June 29th, 1999

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Thomas E. LaRossa

Date: June 29th, 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA