

NOVEMBER 30 1999

SECRETARY OF STATE
CORPORATION DIVISION
STATE OF FLORIDA
TALLAHASSEE, FLORIDA 32304

RE: MADJON CONSULTING, INC.

600003061666--2
-12/06/99--01096--005
****122.50 *****78.75

TO THE SECRETARY OF STATE:

ENCLOSED HERewith ARE THE ARTICLES OF INCORPORATION TOGETHER

WITH COPY OF SAID ARTICLES FOR MADJON CONSULTING, INC. AND OUR CHECK IN THE
AMOUNT OF \$122.50 TO COVER ALL OF

NECESSARY FILING FEES REQUIRED.

RESPECTFULLY SUBMITTED,

MADJON CONSULTING, INC.

JONATHAN WEBER
312 FAIRWAY COURT
ATLANTIS, FLORIDA 33462

FILED
99 DEC -6 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R. VARNADORE DEC 08 1999

CERTIFICATE OF INCORPORATION

OF

MADJON CONSULTING, INC.

FILED
99 DEC -6 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, THE UNDERSIGNED, HEREBY ASSOCIATE OURSELVES TOGETHER FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF STATE OF FLORIDA, BY AND UNDER THE PROVISIONS OF THE STATUTES OF THE SAID STATE OF FLORIDA.

ARTICLE I

THE NAME OF THIS CORPORATION SHALL BE:

MADJON CONSULTING, INC..

ARTICLE II

THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND OF THE STATE OF FLORIDA.

ARTICLE III

THE MAXIMUM NUMBER OF SHARES OF CAPITAL STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME IS FIVE HUNDRED (500) SHARES OF COMMON STOCK, HAVING A PAR VALUE OF ONE (\$1.00) DOLLAR PER SHARE.

ARTICLE IV

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION WILL BEGIN BUSINESS SHALL BE THE SUM OF NOT LESS THAN FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V

THIS CORPORATION SHALL EXIST PERPETUALLY UNLESS SOONER
DISSOLVED ACCORDING TO LAW.

ARTICLE VI

THE INITIAL STREET OF THE PRINCIPAL OFFICE SHALL BE:

312 FAIRWAY COURT
ATLANTIS, FLORIDA 33462-1212

ARTICLE VII

THE NUMBER OF DIRECTORS OF THIS CORPORATION SHALL BE
AT LEAST ONE (1) AND NO MORE THAN FIFTEEN (15).

ARTICLE VIII

THE NAMES AND ADDRESSES OF THE MEMBERS OF THE FIRST
BOARD OF DIRECTORS ARE AS FOLLOWS:

JONATHAN WEBER
312 FAIRWAY COURT
ATLANTIS, FLORIDA 33462-1212

ARTICLE IX

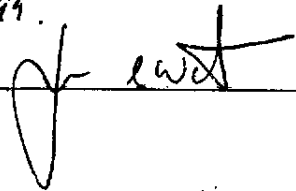
THE NAMES AND STREET ADDRESSES OF THE PERSONS SIGNING
THESE ARTICLES OF INCORPORATION AS SUBSCRIBED IS AS FOLLOWS:

JONATHAN WEBER
312 FAIRWAY COURT
ATLANTIS, FLORIDA 33462

ARTICLE X

THE CORPORATE EXISTENCE OF THIS CORPORATION SHALL BEGIN
ON THE DATE THE ARTICLES OF INCORPORATION ARE FILED OF
RECORD.

IN WITNESS WHEREOF, THE UNDERSIGNED, JONATHAN WEBER,
BEING A NATURAL PERSON, COMPETENT TO CONTRACT, HAVE
HEREUNTO SET HIS HAND AND SEALS THIS 1 DAY OF DECEMBER
1999.



STATE OF FLORIDA)

SS

COUNTY OF MIAMI-DADE

BEFORE ME, THE UNDERSIGNED NOTARY PUBLIC OF THE STATE OF
FLORIDA PERSONALLY APPEARED JONATHAN WEBER
TO ME WELL KNOWN AND KNOWN TO ME TO BE THE INDIVIDUAL
DESCRIBED IN AND WHO EXECUTED THE FOREGOING ARTICLES OF
INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT HE
EXECUTED THE SAME FREELY AND VOLUNTARILY FOR THE PURPOSE
THEREIN EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL THIS 1 DAY OF DECEMBER
1999.


NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES:



Clare Cullen
MY COMMISSION # CC835638 EXPIRES
June 5, 2003
BONDED THRU TROY FAIR INSURANCE, INC.

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

IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED, IN COMPLIANCE WITH SAID ACT:
FIRST: THAT MADJON CONSULTING, INC., DESIRING TO
ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS
PRINCIPAL OFFICES AS INDICATED IN THE ARTICLES OF
INCORPORATION, IN THE COUNTY OF PALM BEACH, STATE OF FLORIDA,
HAS NAMED JONATHAN WEBER, LOCATED AT 312 FAIRWAY COURT,
ATLANTIS, FLORIDA, 33462-1212, AS ITS AGENT TO ACCEPT
SERVICES OF PROCESS WITHIN THIS STATE.

FILED
99 DEC -6 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT

HAVING BEEN NAMED TO ACCEPT SERVICES OF PROCESS FOR THE
ABOVE STATED 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.

BY: 

RESIDENT AGENT