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June 1, 2000

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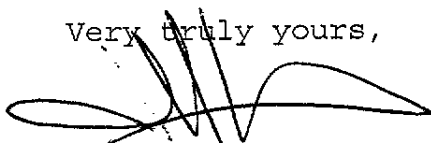
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

RE: Oafer, Inc.

Dear Sir or Madam:...

Enclosed please find the original and one copy of the Articles of Incorporation, together with a check to cover the cost of the Filing Fees, Certified Copy of Article of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,



John Mathews

Oafers, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JUN -5 PM 2:10

FILED

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ARTICLES OF INCORPORATION

of

OAFERS, INC.
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

OAFERS, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue FIVE HUNDRED shares (500) of ONE Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	JOHN MATHEWS		
ADDRESS	5903 TRIPHAMMER ROAD		
CITY	LAKE WORTH	FLORIDA	ZIP 33463

The principal office, if known, or the mailing address of the corporation is:

NAME	OAFERS, INC.		
ADDRESS	5903 TRIPHAMMER ROAD		
CITY	LAKE WORTH	FLORIDA	ZIP 33463

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) directors 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 (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	JOHN MATHEWS		
ADDRESS	5903 TRIPHAMMER ROAD		
CITY	LAKE WORTH	STATE FL	ZIP 33463
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

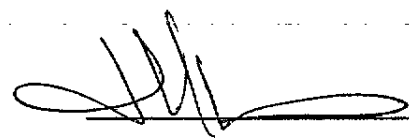
00 JUN -8 PM 2:10
 SEMINOLE COUNTY
 MIAMI, FLORIDA
 FILED

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	JOHN MATHEWS		
ADDRESS	5903 TRIPHAMMER ROAD		
CITY	STATE	ZIP	
LAKE WORTH	FL	33463	
NAME			
ADDRESS			
CITY	STATE	ZIP	
NAME			
ADDRESS			
CITY	STATE	ZIP	

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 31ST day of MAY, 192000.

 _____ (Seal)

_____ (Seal)

_____ (Seal)

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

COAFERS, INC.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 5903 TRIPHAMMER ROAD

LAKE WORTH, FL 33463

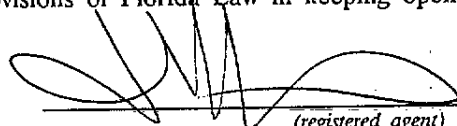
has named JOHN MATHEWS

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

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STATE OF FLORIDA
TALLAHASSEE

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.



(registered agent)