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Andrew J. Connolly, P.A.

Barnett Bank Building
1000 S. Federal Highway, Suite 212
Deerfield Beach, Florida 33441
(954) 421-6477

Andrew J. Connolly, Esq.
Of Counsel:
L. Judson Lloyd, Esq.
FAX (954) 426-2374

June 10, 1997

Div. of Corporations - Dept. of State
409 E. Gaines Street
Tallahassee, FL 32399

Re: Second Planet, Inc.

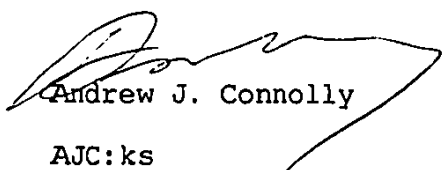
Dear Sir:

Enclosed please find the original Articles of the above proposed corporation together with my check in the amount of \$70.00 to cover the following:

Filing Fee	\$35.00
Registered Agent Designation	<u>35.00</u>
Total	\$70.00

Thank you for your assistance in this matter.

Sincerely yours,


Andrew J. Connolly

AJC:ks

Encs.

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*****70.00 *****70.00

F. O. B. JUN 18 1997

ARTICLES OF INCORPORATION

OF

Second Planet, Inc.

ARTICLE I

NAME:

The name of this corporation is: Second Planet, Inc.

ARTICLE II

MAILING ADDRESS:

The mailing address of this corporation shall be:

1225 George Bush Blvd. Manuel Occhiogrosso # 1
Delray Beach, Fl. 33483

ARTICLE III

PURPOSE: This corporation is organized to engage in any lawful business.

ARTICLE IV

CAPITAL STOCK:

This corporation is authorized to issue 500 shares of Common Stock at the par value of \$1.00 per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT:

The street address of the initial registered office of this corporation is:

1225 George Bush Blvd. # 1
Delray Beach, Fl. 33483

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97 JUN 17 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of the initial registered agent of this corporation at that address is: Manuel Occhiogrosso

ARTICLE VI

INCORPORATOR:

The name and address of the person signing these Articles is: Manuel Occhiogrosso, 1225 George Bush Blvd. # 1, Delray Beach, Fl. 33483

ARTICLE VII

INDEMNIFICATION:

The corporation shall indemnify any officer or director or any former officer or director to the extent permitted by law.

ARTICLE VIII

AMENDMENT:

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX

CONFLICT OF INTEREST:

No contract, act or transaction of this corporation with any person or persons, firm or other corporation, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any shareholder or officer of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with the said person, persons, firm, or corporation and each and every person who may become an officer, shareholder, or

fiduciary of this corporation is hereby relieved from any liability that might otherwise exist from contracting with this corporation for the benefit of himself or any other firm, association or corporation in which he may in any way be interested.

IN WITNESS WHEREOF, the undersigned Incorporator executes these Articles of Incorporation this June 10, 1997

Incorporator

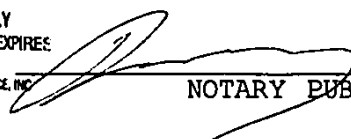

Manuel Occhiogrosso

STATE OF FLORIDA
COUNTY OF BROWARD

THE FOREGOING INSTRUMENT was acknowledged before me this June 10, 1997, by Manuel Occhiogrosso who is personally known to me..




ANDREW J. CONNOLLY
MY COMMISSION # CC436748 EXPIRES
May 26, 1999
BONDED THRU TROY FARM INSURANCE, INC.


NOTARY PUBLIC

MY COMMISSION EXPIRES:

ACCEPTANCE OF REGISTERED AGENT

I hereby accept the appointment as Registered Agent of: Second Planet, Inc., and my address for that purpose is: 1225 George Bush Blvd. # 1, Delray Beach, Fl. 33483


Manuel Occhiogrosso

FILED
97 JUN 17 AM 11:39
CLERK OF CIRCUIT COURT
TALLAHASSEE, FLORIDA