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March 12, 1999

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VIA UPS OVERNIGHT DELIVERY

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

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-03/15/99-01107-004
*****78.75 *****78.75

Re: *Incorporation of Sparkle America, Inc.*
Our File No.: 98-293

Dear Secretary of State:

Please find enclosed the original and one copy of the Articles of Incorporation for Sparkle America, Inc., a Not for Profit Corporation, to be filed with your office. Additionally, we enclose our Attorney Trust Account check in the amount of \$78.75 representing the required filing fee and certified copy fee.

Please return a certified copy of the Articles in the overnight delivery envelope provided for this purpose. Thank you for your cooperation in this matter

Very truly yours,

BENSON, MOYLE & MUCCI

Roy R. Harris Jr.
for Mark J. Loterstein
For the Firm

MJL/js
Enc.
cc: Joy Krause
K:\99-038\0312CORP.LTR

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

SPARKLE AMERICA, INC.

The undersigned, acting as incorporator under the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

CORPORATE NAME, PRINCIPAL OFFICE

The name of the corporation is Sparkle America, Inc. whose principal place of business is P.O. Box 22-0173, Hollywood, FL 33022.

ARTICLE II

CORPORATE NATURE

This is a nonprofit corporation, organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III

DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV

PURPOSES

The specific and primary purposes for which this corporation is formed are:

A. For the advancement of religion, charity, education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

B. To operate exclusively in any other manner for such religious, charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE V

REGISTERED AGENT

The address of the initial registered office is One Financial Plaza, Suite 1600, Ft. Lauderdale, Florida 33394, and the name of the initial registered agent at said address is Mark J. Loterstein, Esq.

ARTICLE VI

MEMBERSHIP CERTIFICATES

A. This corporation shall be authorized to issue one thousand (1,000) membership certificates.

B. All membership certificates issued by the corporation shall contain a statement on the face thereof that it is a nonprofit corporation. If such certificates are restricted as to their sale or purchase, the membership certificates shall bear a legend stating that such certificates are restricted in the manner described in the Bylaws or any Agreement between the members, and that a copy of such bylaws or Agreement shall be provided to all members.

C. Except as otherwise prescribed by Florida law, each certificate shall entitle the holder thereof to one vote.

ARTICLE VI

MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The number of directors constituting its initial Board of Directors is three (3), whose names and addresses are:

Joy Krause, President
Sparkle America, Inc.
P.O. Box 22-0173
Hollywood, FL 33022

Kimberly Krause
Sparkle America, Inc.
P.O. Box 22-0173
Hollywood, FL 33022

Mark Krause
Sparkle America, Inc.
P.O. Box 22-0173
Hollywood, FL 33022

The numbers of directors may be increased or decreased from time to time by amendment to these Articles, but in no event shall the corporation have fewer than three (3) directors.

B. Corporate Officers. The Board of Directors shall elect the officers in the manner described in the By-Laws of the corporation.

ARTICLE VIII

EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

B. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (ii) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE IX

DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X

MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the By-Laws for this corporation.

ARTICLE XI
INCORPORATION

The name and address of the incorporator is:

Mark J. Loterstein
Benson, Moyle & Mucci LLP
One Financial Plaza
Suite 1600
Ft. Lauderdale, FL 33394

ARTICLE XII
AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, Chapter 617, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws.

ARTICLE XIII
DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to religious, educational, charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XIV
AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

We, the undersigned, being the Incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 12TH day of March, 1999.

WITNESSED BY:

Roy R. Harris Jr.
Roy R. Harris Jr.
Stacey Dodge
Stacey J. Dodge

Mark J. Loterstein
MARK J. LOTERSTEIN, ESQ.

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority personally appeared MARK J. LOTERSTEIN who is to me well known to be the person described in and who subscribed to the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Ft. Lauderdale, in said County and State this 12TH day of March, 1999.

Florence M. Crea
Notary Public, State of Florida
My Commission Expires:

FLORENCE M. CREA
Notary Public - State of Florida
My Commission Expires Apr. 29, 2001
Commission # CC636663

ACKNOWLEDGMENT OF REGISTERED AGENT

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority personally appeared MARK J. LOTERSTEIN who is to me well known to be the person described in and who is named as the Registered Agent in the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he has authorized said corporation to name him as its initial Registered Agent for the purposes mentioned and set forth in Article V. He did further agree to comply with the provisions of Section 617.0203(1) Florida Statute (1997) all statutes relating to the proper and complete performance of his duties, and he is familiar with and accepts the obligations of his position as Registered Agent.

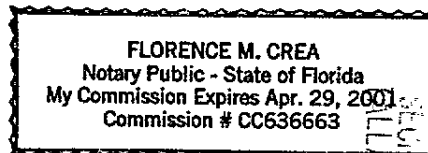

MARK J. LOTERSTEIN

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Fort Lauderdale, in said County and State this 12TH day of March, 1999.


Notary Public, State of Florida

My Commission Expires:

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