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SHUTTS & BOWEN LLP

ATTORNEYS AND COUNSELLORS AT LAW
(A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS)

ONE CLEARLAKE CENTRE, SUITE 500
250 AUSTRALIAN AVENUE SOUTH
WEST PALM BEACH, FLORIDA 33401
TELEPHONE (561) 835-8500
FACSIMILE (561) 650-8530

FILED
00 JAN -5 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 4, 2000

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VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines St.
Tallahassee, Florida 32399

Re: Me Andi You Jane, Inc.

Ladies and Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation for Me Andi You Jane, Inc., together with a check in the amount of \$78.75. This check represents payment for the following costs:

Filing Fees	\$35.00
Certified Copy	8.75
Registered Agent	<u>35.00</u>
	\$78.75

Please note especially that these Articles are effective as of the date of signing, January 4, 2000.

Please file the enclosed Articles of Incorporation and return the certified copy to the undersigned by regular mail.

Sincerely,

SHUTTS & BOWEN

Jeanne M. Battles
Jeanne M. Battles, CLAS
Certified Legal Assistant
Real Estate Specialist

Enclosures

cc: Mr. Jerold Kaniuk
Arthur J. Menor, Esquire
WPBDOCS 7008566.1 JMB

ARTICLES OF INCORPORATION

OF

ME ANDI YOU JANE, INC.

FILED
00 JAN -5 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

FIRST: The name of the corporation shall be Me Andi You Jane, Inc.

SECOND: The principal place of business and mailing address of this corporation shall be 17152 Mandylynn Court, Boca Raton, Florida 33496.

THIRD: The duration of the corporation shall be perpetual.

FOURTH: This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

FIFTH: The aggregate number of shares of stock that the corporation is authorized to have outstanding at any one time is one thousand (1,000), all of which shall have a par value of One (\$1.00) Dollar and are of the same class and are to be common shares.

SIXTH: The name and street address of the initial directors of the corporation, who shall hold office until their successors are elected, are:

NAME AND ADDRESS	OFFICE
Jane Yudell 17152 Mandylynn Court Boca Raton, Florida 33496	Director
Andi Levine 17152 Mandylynn Court Boca Raton, Florida 33496	Director

SEVENTH: The name and address of the initial registered agent is:

Corporation Company of Miami
201 S. Biscayne Boulevard
1500 Miami Center
Miami, Florida 33131

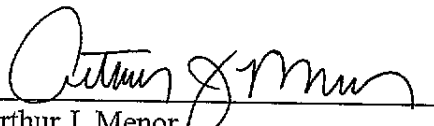
EIGHTH: The name and street address of the incorporator to these Articles of Incorporation is:

Arthur J. Menor, Esquire
Shutts & Bowen LLP
250 S. Australian Avenue, Suite 500
West Palm Beach, Florida 33401

NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, and in the manner provided for in the By-Laws, indemnify any and all persons whom it shall have power to indemnify under said provisions.

TENTH: The corporate existence of the corporation shall commence as of January 4, 2000, so long as these Articles of Incorporation are received and filed by the Department of State within five business days after such date. In the event these Articles are not received within such five-day period, then the corporate existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State, State of Florida.

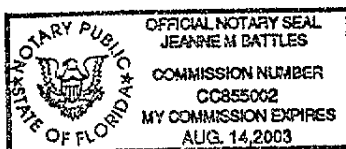
IN WITNESS WHEREOF, I do hereby subscribe these Articles of Incorporation on this 4th day of January, 2000.



Arthur J. Menor
INCORPORATOR

STATE OF FLORIDA)
) ss.:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 4th day of January, 2000, by Arthur J. Menor who is personally known to me or who has produced a valid _____ driver's license as identification.

OFFICIAL NOTARIAL SEAL:



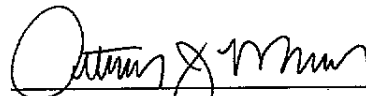

JEANNE M BATTLES
(type, print, or stamp name)
Notary Public
My Commission Expires:
Commission No.:

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/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 Me And I You Jane, Inc.
2. The name and address of the registered agent and office is:


Corporation Company of Miami
201 S. Biscayne Boulevard
1500 Miami Center
Miami, Florida 33131



Arthur J. Mehor
Incorporator

Date: January 4, 2000

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 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.

CORPORATION COMPANY OF MIAMI
By: 

John B. White, as Vice President
Registered Agent

Date: January 4, 2000

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TALLAHASSEE, FLORIDA