

P00000003892
LAW OFFICES OF
STEARNS & ZAGAROLO, P.A.

1600 SOUTH DIXIE HIGHWAY SUITE 501
BOCA RATON, FLORIDA 33432

NICOLA L. ZAGAROLO
DAVID B. STEARNS

TELEPHONE (561) 750-7511
FAX (561) 750-4644

January 10, 2000

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

100003055431--4
-11/29/99-01114-011
*****78.75 *****78.75

RE: Articles of Incorporation for Isaac and Ernie, Inc.

Pursuant to your letter dated December 1, 1999, attached hereto, enclosed please find an original and one copy of the revised Articles of Incorporation and a Designation and Acceptance of Registered Agent for Isaac and Ernie, Inc., a Florida Corporation, formerly submitted as Isaac, Inc.

Please note that my office had previously submitted our check # 3512 in the amount of \$78.75 as payment for the filing fee for said corporation and as payment for a certified copy of said documents. Accordingly, it would be greatly appreciated if said funds could be applied as payment for said fees for this supplemental filing.

In closing, I respectfully request that your office please file the Articles of Incorporation and return same to the undersigned. Thank you for your attention to this matter.

Sincerely,

Nicola Zagarolo
Nicola L. Zagarolo
For the Firm

Enclosures

FILED
00 JAN 12 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*789,3544,2550
W49-27453*

D. BROWN JAN 12 2000



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 1, 1999

NICOLA L. ZAGAROLO, ESQ.
1600 SOUTH DIXIE HIGHWAY
SUITE 501
BOCA RATON, FL 33432

SUBJECT: ISAAC, INC.
Ref. Number: W99000027453

We have received your document for ISAAC, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6972.

Doris Brown
Document Specialist

Letter Number: 599A00056875

**ARTICLES OF INCORPORATION
OF
ISAAC AND ERNIE, INC.**

FILED
00 JAN 12 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is **ISAAC AND ERNIE, INC.**

ARTICLE II - GENERAL PURPOSE

The general purpose for which the corporation is organized is for the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE III - CAPITAL SHARES

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is One Hundred (100) shares of common stock, each share having a par value of ONE (\$1.00) dollars.

Authorized capital stock may be paid in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

**ARTICLE IV - PRINCIPAL MAILING ADDRESS AND
INITIAL REGISTERED OFFICE AND AGENT**

The principal mailing address of the corporation is: 23055 Post Gardens Way, Apartment 108, Boca Raton, Florida 33433, and the street address of the initial registered office of this corporation is 1600 South Dixie Highway, Suite 501, Boca Raton, FL 33432 and the name of the initial registered agent at that address is Nicola L. Zagarolo.

ARTICLE V - DIRECTORS

The corporation shall have One director initially. The number of directors may be increased or diminished from time to time by the by-laws.

ARTICLE VI - INCORPORATORS

The names and street addresses of the Incorporator of these Articles of Incorporation are as follows:

Joely Kapatelis, 23055 Post Gardens Way, Apartment 108, Boca Raton, Florida 33433

ARTICLE VII - TRANSACTIONS IN WHICH DIRECTORS ARE INTERESTED

In the event that the corporation enters into contracts or transacts business with one or more of its Directors, or with any firm of which one or more of its Directors are members or employees, or with any other corporation or association of which one or more of its Directors are shareholders, directors, officers or employees, such contract shall not be invalidated or in any way affected by the fact that such Director or Directors have or may have interest therein which might be adverse to the interests of the corporation, even though the vote of the Director or Directors having such adverse interests shall have been necessary to obligate the corporation upon such contract or obligation;

PROVIDED, HOWEVER, that in any such case the fact of such interest shall be disclosed to the other Directors or shareholders acting upon or in reference to such contract or transaction. No Director or Directors having disclosed such adverse interests shall be liable to the corporation or to any shareholder or creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any such Director or Directors be accountable for any gains or profits realized thereon. PROVIDED, also, that such contract or transaction shall, at the time at which it was entered into, have been a reasonable one to have been entered into and shall have been upon terms that, at the time were fair.

ARTICLE VIII - INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each Director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceedings in which he may be involved or to which he may be made a party by reason of his being or having been a Director or Officer of the corporation (said expenses to include attorneys fees and the costs of reasonable settlements made with a view of curtailment of costs of litigation), except in such action, suit or proceedings to have been derelict in the performance of his duty, as such officer or director. Such right of indemnification shall be exclusive of any other rights to which a Director or Officer may be entitled under any regulations, agreements, vote of stockholders, or to which he may be entitled as a matter of law, and the rights of indemnification shall inure to the benefit of the heirs, executors and the administrators of any such Director or Officer.

ARTICLE IX - EFFECTIVE DATE

These Articles of Incorporation shall be effective upon the date of filing.

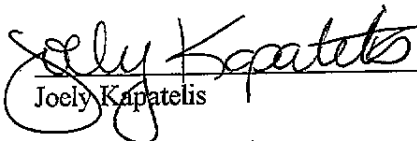
ARTICLES X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to a vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intentions that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI - CONSENT IN WRITING IN LIEU OF MEETING

Any action that may be taken at a meeting of the stockholders of this corporation may be taken without a formal meeting, if consent in writing setting forth the action shall be signed by all, but not less than all, of the shareholders of the corporation entitled to vote on the action and shall be filed by the Secretary of the corporation. This consent shall have the same effect as a unanimous vote at a Shareholders' Meeting. If all of the Directors, severally, or collectively, likewise consent in writing or writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it has been authorized at a meeting of the Board of Directors.

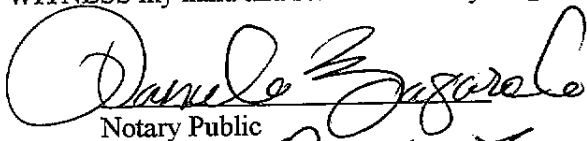
IN WITNESS WHEREOF, the Incorporators have executed these Articles of Incorporation this 18th day of November, 1999.


Joely Kapatelis

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared, Joely Kapatelis who is personally known to me or produced his drivers License as identification and who executed the foregoing Articles of Incorporation, ^{filed} and acknowledged before me that they subscribed to those Articles of Incorporation for the purposes therein designated.

WITNESS my hand and seal this 18th day of November, 1999.


Notary Public
Printed Name: Pamela Zagarolo

My Commission Expires: 1-19-03



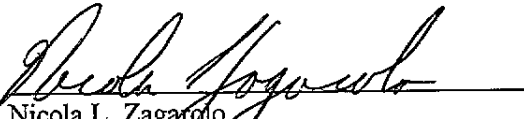
Pamela Zagarolo
Commission # CC 802829
Expires JAN. 19, 2003
BONDED THRU
ATLANTIC BONDING CO., INC.



Pamela Zagarolo
Commission # CC 802829
Expires JAN. 19, 2003
BONDED THRU
ATLANTIC BONDING CO., INC.

ACCEPTANCE OF DESIGNATION
REGISTERED AGENT REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, hereby accept the 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.


Nicola L. Zagariolo
Date: November 18, 1999

FILED
JAN 12 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA