

ARTHUR MICHAELSON
8362 Waterford Ave.
Tamarac, Florida 33321

P000000008721

January 17, 2000

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-01/20/00--01122--015
***\$78.75 ***\$78.75

SUBJECT: Michaelson Associates, Inc.

Enclosed in an original and one (1) copy of the articles of incorporation, certificate designating the registered agent and a check for \$ 78.75 (filing fee and certificate) for the incorporation of subject corporation in the State of Florida.

FROM: Arthur Michaelson
8362 Waterford Ave.
Tamarac, Florida 33321
(954) 721-7760

Arthur Michaelson
(signature)

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

Michaelson Associates, Inc.

THE UNDERSIGNED acting as Incorporators of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

1. Name. The name of this corporation is Michaelson Associates, Inc.
2. Duration. The period of its duration is perpetual.
3. Purpose. The purpose is to engage in any activities or business permitted under the laws of the United States and Florida, including, but not limited to providing sales and marketing service.
4. Capital Stock. The corporation is authorized to issue 100 shares, all of one class, at \$.01 par value.
5. Initial Registered Office and Agent. The name and address of the registered agent and office of this corporation is as follows:

Arthur Michaelson
8362 Waterford Ave.
Tamarac, Florida 33321

6. Initial Board of Directors. This corporation initially shall have two (2) directors. The number of directors may be increased or decreased from time to time by an amendment of the By-Laws of the corporation in the manner provided by law, but shall never be less than two.

The names and addresses of the initial directors of this corporation are :

<u>Name</u>	<u>Address</u>
Arthur Michaelson	8362 Waterford Ave. Tamarac, Florida 33321
Libby Michaelson	8362 Waterford Ave. Tamarac, Florida 33321

7. Incorporator(s). The names and addresses of the Incorporator(s) signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Arthur Michaelson	8362 Waterford Ave. Tamarac, Florida 33321
Libby Michaelson	8362 Waterford Ave. Tamarac, Florida 33321


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

9. Preemptive Rights. Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the Treasury of this corporation in the ratio that the number of shares he/she holds at the time of issue bears to the total number of shares outstanding, inclusive of Treasury shares. This right shall be deemed waived by any shareholder that does not exercise it and pay for the shares preempted within fifteen (15) days of the receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him/her to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within fifteen (15) days of receipt of notice from the corporation.

IN WITNESS WHEREOF, the undersigned incorporator(s) have executed these Articles of Incorporation this 17 day of January, 2000.


Arthur Michaelson, Incorporator


Libby Michaelson, Incorporator


Arthur Michaelson, Registered Agent

**CERTIFICATE OF DESIGNATION OF
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 Michaelson Associates, Inc.

2. The name and address of the registered agent and office is:

Arthur Michaelson

8363 Waterford Ave.

Tamarac, Florida 33321

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TALLAHASSEE, FLORIDA

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 the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes and relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Arthur Michaelson
(signature)

1/12/00
(Date)