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LAW OFFICES
ANDREWS & GALATIS

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John S. Andrews, P.A.
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January 21, 2000

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: Lightfoot Designs, Inc.
Our File No: LIG 1315

4000003108904--4
-01/24/00--01133--005
\$122.50 **78.75

Dear Sirs:

Please file the enclosed Articles of Incorporation of *Lightfoot Designs, Inc.* and return a "stamped in" copy in the envelope provided. Our check in the amount of \$122.50 is enclosed for your fee.

Thank you for your assistance and should you have any questions please do not hesitate to call.

Yours Truly,


Ted P. Galatis, Jr.

TPGJR/jlb
Enclosure

00 JAN 21, AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

F. CHESSEN

JAN 31 1999

ARTICLES OF INCORPORATION

OF

LIGHTFOOT DESIGNS, INC.

FILED
00 JAN 24 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I. NAME

The name of the corporation shall be:

LIGHTFOOT DESIGNS, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other states, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The principal office and principal place of business is 1023 Loggerhead Lane, Sugarloaf Key, FL 33042. The name and principal address of the initial registered agent of the corporation is Nathaniel L. Lightfoot, 1023 Loggerhead Lane, Sugarloaf Key, FL 33042.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

This corporation shall have no Directors, initially. The affairs of the corporation will be managed by the shareholders until such time Directors are designated as provided by the Bylaws.

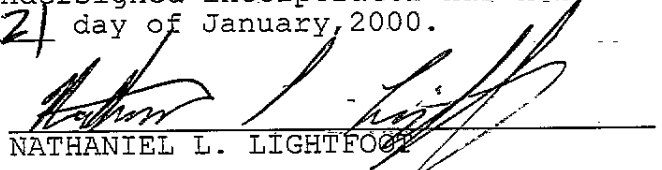
ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these

Articles of Incorporation is:

Nathaniel L. Lightfoot
1023 Loggerhead Lane
Sugarloaf Key, FL 33042

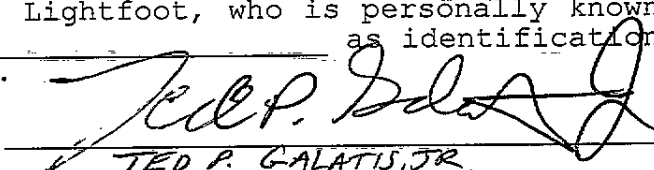
IN WITNESS WHEREOF, the undersigned incorporator has hereunto
set his hand and seal on this 21 day of January, 2000.


NATHANIEL L. LIGHTFOOT

STATE OF FLORIDA

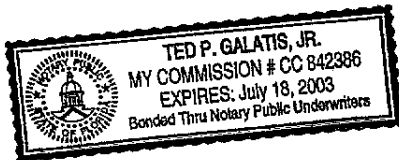
COUNTY OF BROWARD

The foregoing Articles of Incorporation for LIGHTFOOT
DESIGNS, INC. was acknowledged before me on this 21 day of
January, 2000, by Nathaniel L. Lightfoot, who is personally known
to me or who has produced _____ as identification
and did (did not) take an oath.


TED P. GALATIS, JR.

Notary Public, State of Florida
Commission No. _____

(Seal)



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHO PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:


LIGHTFOOT DESIGNS, INC., desiring to organize or qualify
under the laws of the State of Florida, with its principal place
of business located in the City of Sugarloaf Key, State of
Florida, has named NATHANIEL L. LIGHTFOOT, whose address is 1023
Loggerhead Lane, Sugarloaf Key, FL 33042, as its agent to accept
service of process within Florida.

LIGHTFOOT DESIGNS, INC.

By: 
Nathaniel L. Lightfoot, Incorporator

Date: January 21, 2000

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED PROFESSIONAL ASSOCIATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO
THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


Nathaniel L. Lightfoot
Registered/Resident Agent

FILED
00 JAN 24 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA