

HUNT, COOK, RIGGS, MEHR & MILLER, P.A.

ATTORNEYS AT LAW
SUITE 401

100 CORPORATE BOULEVARD, NW
BOCA RATON, FL 33431

TELEPHONE: 561-997-9223

TELEFAX: 561-997-6224

ROBERT J. HUNT
JOSEPH R. COOK
DAVID A. RIGGS
RYNA E. MEHR*
LAWRENCE J. MILLER
ANDREW M. CROSS

* BOARD CERTIFIED IN FAMILY AND MARITAL LAW
FELLOW, AMERICAN ACADEMY OF MATRIMONIAL LAWYERS
CERTIFIED FAMILY LAW MEDIATOR

SUSAN E. GREENBERG
ANDREA G. ALPERN
DAVID A. GREENE
BENJAMIN A. JABLOW, LL.M.
(BOARD CERTIFIED IN TAXATION)
HOLLY M. O'NEILL, LL.M.
(LL.M. IN TAXATION)
SUSAN Y. SLATON

March 6, 2000

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

EFFECTIVE DATE

3-6-00

700003161007--7
-03/07/00--01032--010
*****78.75 *****78.75

Re: Lady Keri, Inc.

Dear Sir/Madam:

We enclose the original and one copy of the Articles of Incorporation for the above-named corporation together with our \$78.75 check in payment of the following fees:

Filing of Articles of Incorporation	\$35.00
Registered Agent Designation	35.00
Certified copy of Articles of Incorporation	8.75

Please certify the enclosed copy of the Articles of Incorporation and return them, together with the filing receipt to our offices at the address indicated above.

Very truly yours,

HUNT, COOK, RIGGS, MEHR & MILLER, P.A.

By:

M'Donna Steel

M'Donna Steel
Legal Assistant

FILED
00 MAR -7 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/ms
Encs.

3-14-00
4

ARTICLES OF INCORPORATION

FOR

LADY KERI, INC.

EFFECTIVE DATE
3-6-00

The undersigned, acting as incorporator under the Florida Business Corporation Act, adopts the following Articles of Incorporation for **LADY KERI, INC.**

1. The name of the corporation is **LADY KERI, INC.**
2. The principal office of the corporation is:

5624 N.W. 23rd Terrace
Boca Raton, Florida 33496
3. The corporation shall have authority to issue 7500 shares of stock, all of one class with a par value of \$.10 per share.

4. The corporation's initial registered office is: 2200 Corporate Boulevard, N.W., Suite 401, Boca Raton, Florida 33431. The name of the corporation's initial registered agent at this office is HCRM Corp.

5. The purpose of the corporation is to engage in any activity or business permitted under the laws of the United States or Florida.

6. The name and address of the incorporator is:

Name

Address

HCRM Corp.

2200 Corporate Boulevard, N.W.
Suite 401
Boca Raton, Florida 33431

7. The effective date of the corporate existence pursuant to section 607.0203 of the Florida Statutes shall be March 6, 2000, provided such date is within five (5) business days prior to the date of filing.

FILED
00 MAR -7 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Acceptance of Registered Agent

HCRM CORP. hereby accepts the above appointment as registered agent of **LADY KERI, INC.** and acknowledges that it is familiar with the obligations of that position.

HCRM CORP.

By: Robert J. Hunt
Robert J. Hunt, Vice President

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Acceptance of Registered Agent was acknowledged before me by Robert J. Hunt, as Vice President of HCRM Corp., who is personally known to me and who did not take an oath, on this 6th day of March, 2000, on behalf of the Corporation.

M'Donna Steel

Notary Public

My commission expires:

Printed Name:

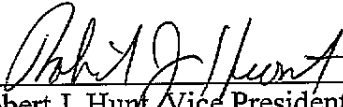


M'Donna Steel
My Commission CC574272
Expires Aug. 04, 2000

FILED
00 MAR -7 AM 10:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA


Executed and subscribed at Boca Raton, Florida on March 6, 2000.

HCRM Corp., as Incorporator

By: 
Robert J. Hunt, Vice President

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation of **LADY KERI, INC.** were acknowledged before me by Robert J. Hunt, Vice President of HCRM Corp., who is personally known to me and who did not take an oath, on this 6th day of March, 2000, on behalf of HCRM Corp.


Notary Public
My commission expires:
Printed Name:



M'Donna Steel
My Commission CC574272
Expires Aug. 04, 2000