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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

RUFF N' STUFF, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 27, 2000

EMPIRE

SUBJECT: RUFF N' STUFF, INC.
REF: W00000008093

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

RUFF N' STUFF, INC.

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

ARTICLE I: NAME

The name of the corporation shall be: RUFF N' STUFF, INC.

ARTICLE II: COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Secretary of State. This corporation's duration shall be perpetual.

ARTICLE III: PURPOSE

The corporation is being organized for the purpose of conducting any business authorized under the State of Florida.

ARTICLE IV: CAPITAL STOCK

This corporation shall have the authority to issue one hundred (100) shares of common capital stock with a par value of one dollar (\$1.00) per share.

ARTICLE V: PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already

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holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI: TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation, at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen (15) days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares for the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject to Certain Transfer Restrictions Imposed
By This Corporation's Articles of Incorporation, A Copy Of Which Is On File
At This Corporation's Principal Office."

ARTICLE VII: INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be one

- (1). The number of directors may be increased or decreased from time to time, as

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provided in this corporation's bylaws, but shall never be less than one (1).

The name and address of the individual who shall serve on the Initial Board of Directors is:

Dr. Shelley Ruff, 950 Northwest 9th Court, Boca Raton, FL 33486.

ARTICLE VIII: INDEMNIFICATION

The corporation shall indemnify any officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX: PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The address of the corporation's principal office and mailing address shall be:

950 Northwest 9th Court, Boca Raton, FL 33486

ARTICLE X: INITIAL REGISTERED OFFICE & AGENT

The name and mailing address of the individual who shall serve as this corporation's initial registered agent is:

**Mark R. Osherow, Esq., MARK R. OSHEROW, P.A., Parkway Center,
Stanford Corporate Plaza - Suite 650, 7900 Glades Road
Boca Raton, FL 33434**

ARTICLE XI: AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these Articles of incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

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ARTICLE XII: INCORPORATOR

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

**Dr. Shelley Ruff
950 N.W. 9th Court
Boca Raton, FL 33486**

11 The undersigned incorporator has executed these Articles of Incorporation this day of February, 2000.

Signature of Incorporator:


Dr. Shelley Ruff

I, Mark R. Osherow, Esq., am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.


Mark R. Osherow, Esq., Registered Agent

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

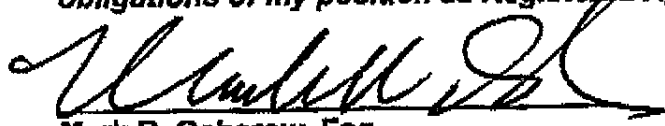
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is **RUFF N' STUFF, INC.**
2. The name and address of the registered agent and office is:

**Mark R. Osherow, Esq.
MARK R. OSHEROW, P.A.
Parkway Center
Stanford Corporate Plaza - Suite 650
7900 Glades Road
Boca Raton, FL 33434**

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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 relating to the proper and complete performance of my duties, and I am further familiar with and accept the obligations of my position as Registered Agent.


Mark R. Osherow, Esq.

3/24/2000
(Date)

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