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August 10, 2000

VIA FEDERAL EXPRESS

State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32314

200003353632--5
-08/11/00-01059--001
*****87.50 *****87.50

Re: Scott Sage, Inc.

Dear Sir/Madam:

Enclosed please find the original the Articles of Incorporation and Certificate of Designation of Registered Agent of Scott Sage, Incorporated. Kindly file this document and provide me with a certified copy and a Certificate of Good Standing for same in the self-addressed postage paid envelope provided for your convenience. I have enclosed a check in the amount of \$87.50 which represents your fees for same.

Thank you for your assistance in this matter. Should you have any questions or comments, please do not hesitate to contact me.

Sincerely,

Mark J. Alderuccio
Attorney at Law

MJA/jed
Enclosures

FILED
00 AUG 11 PM 12:00
TALLAHASSEE, FLORIDA
CLERK OF STATE

ARTICLES OF INCORPORATION
OF
SCOTT SAGE, INCORPORATED

FILED
00 AUG 11 PM 12: 01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

THE NAME OF THIS CORPORATION SHALL BE:

SCOTT SAGE, INCORPORATED

ARTICLE II

THIS CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS AND PERFORM ALL OF THE POWERS AND PRIVILEGES GRANTED CORPORATIONS UNDER THE LAWS OF THE STATE OF FLORIDA AND THE UNITED STATES OF AMERICA.

ARTICLE III

THE MAXIMUM NUMBER OF SHARES OF STOCK WHICH THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME SHALL BE ONE HUNDRED (100) SHARES WITH A PAR VALUE OF ONE DOLLAR (\$1.00) AND SHALL BE CLASSIFIED AS FOLLOWS:

100 SHARES COMMON STOCK, ONE VOTE PER SHARE.

ARTICLE IV

THIS CORPORATION SHALL BEGIN BUSINESS WITH A CAPITAL OF NOT LESS THAN ONE THOUSAND DOLLARS (\$1000.00).

ARTICLE V

THIS CORPORATION SHALL EXIST PERPETUALLY.

ARTICLE VI

THE NAME AND ADDRESS OF THE CORPORATION'S INITIAL REGISTERED AGENT IS:

David Scott Sage
6512 Huntington Lakes Circle, #203
Naples, FL 34119

ARTICLE VII

THE PRINCIPLE PLACE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION SHALL BE :

6512 Huntington Lakes Circle, #203
Naples, FL 34119

AND MAY HAVE SUCH OTHER PLACES OF BUSINESS WITHIN AND WITHOUT THE STATE OF FLORIDA AS MAY BE NECESSARY OR CONVENIENT, AND AS MAY BE DETERMINED BY THE BOARD OF DIRECTORS OF THIS CORPORATION.

ARTICLE VIII

THE INITIAL BOARD OF DIRECTORS SHALL CONSIST OF ONE (1) DIRECTOR WHO SHALL SERVE AS DIRECTOR UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS, OR UNTIL HIS SUCCESSOR HAS BEEN ELECTED AND QUALIFIED, AND THE INITIAL DIRECTOR SHALL BE THE FOLLOWING NAMED PERSON:

David Scott Sage
6512 Huntington Lakes Circle, #203
Naples, FL 34119

ARTICLE IX

THE NAMES AND POST OFFICE ADDRESSES OF THE PRESIDENT, SECRETARY AND TREASURER, WHO SHALL HOLD OFFICE FOR THE FIRST YEAR OF EXISTENCE OF THE CORPORATION, OR UNTIL THEIR SUCCESSORS ARE ELECTED PURSUANT TO THE CORPORATE BY-LAW ARE AS FOLLOWS:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
David Scott Sage	PRESIDENT	6512 Huntington Lakes Circle, #203 Naples, FL 34119
David Scott Sage	TREASURER	(SAME AS ABOVE)
David Scott Sage	SECRETARY	(SAME AS ABOVE)

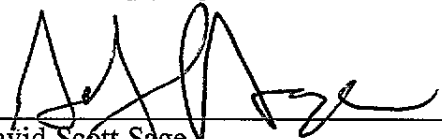
ARTICLE X

THE NAME AND ADDRESS OF THE SUBSCRIBER OF THIS CERTIFICATE OF INCORPORATION IS AS FOLLOWS:

David Scott Sage
6512 Huntington Lakes Circle, #203
Naples, FL 34119

I, THE UNDERSIGNED, BEING THE ORIGINAL SUBSCRIBER AND INCORPORATOR OF THE FOREGOING CORPORATION, DO HEREBY CERTIFY THAT THE FOREGOING CONSTITUTES THE ARTICLES OF THE ABOVE CORPORATION.

WITNESS MY HAND AND SEAL THIS 7th DAY OF August,
2000.



David Scott Sage

STATE OF FLORIDA
COUNTY OF COLLIER SS.

BEFORE ME, THE UNDERSIGNED NOTARY PUBLIC, PERSONALLY APPEARED David Scott Sage TO ME PERSONALLY KNOWN OR HAVING PRODUCED _____ AS IDENTIFICATION WHO EXECUTED AND SUBSCRIBED TO THE FOREGOING ARTICLES OF INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED AND SUBSCRIBED TO THE SAME FOR THE PURPOSES THEREIN EXPRESSED.

DATED 8/7/2000



NOTARY PUBLIC



Mark J. Alderuccio
Commission # CC 906435
Expires Feb. 1, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

MY COMMISSION EXPIRES:

FILED

00 AUG 11 PM 12:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION AND
REGISTERED AGENT'S ACCEPTANCE**

THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/AGENT, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS: SCOTT SAGE, INCORPORATED.
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

David Scott Sage
6512 Huntington Lakes Circle, #203
Naples, FL 34119

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 FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


REGISTERED AGENT

8/7/00
DATE