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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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(Board Certified Real Estate Lawyer)
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November 28, 2000

Via UPS Overnight

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Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Dear Sir or Madam:

Re: Boca Design Group, Inc.

Enclosed please find two (2) original Articles of Incorporation for the above-named corporation along with our check in the amount of \$122.50 for the filing fee. Please return a certified original to our office in the self-addressed, stamped envelope provided.

Should you have any questions, please do not hesitate to call.

Very truly yours,

JEFFREY PAINE, P.A.

Ilene Carvalho
Ilene Carvalho

JP/ic
enclosures

CB 12-4

ARTICLES OF INCORPORATION OF

BOCA DESIGN GROUP, INC.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the Corporation is BOCA DESIGN GROUP, INC.

ARTICLE TWO

The duration of the Corporation is perpetual.

ARTICLE THREE

The general purpose for which the Corporation is for all business which is legal in the state of Florida.

ARTICLE FOUR

1. The aggregate number of shares which the Corporation is authorized to issue is seven thousand five hundred (7,500). Such shares shall be of a single class, and shall have a par value of one dollar.

2. No preferences, limitations or relative rights, other than those provided by law, shall exist in respect of any of the shares of the Corporation or any of the holders thereof.

ARTICLE FIVE

The street address of the initial registered office of the Corporation is 1655 Palm Beach Lakes Blvd., Suite 900, West Palm Beach, Florida 33401. The name of its initial registered agent at such address is Jeffrey Paine.

ARTICLE SIX

The street address of the corporation's principal office is: 2528 N.W. 53rd Street, Boca Raton, Florida 33496.

ARTICLE SEVEN

The number of directors constituting the initial Board of Directors of the Corporation is no less than one and no more than three directors. The names and addresses of each person who is to serve as a member of the initial Board of Directors is:

DEBORAH MOSES, 2528 N.W. 53rd Street, Boca Raton, Florida 33496

ARTICLE EIGHT

The name and address of each incorporator is:

Jeffrey Paine	1655 Palm Beach Lakes Blvd. Suite 900 West Palm Beach, FL 33401
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EXECUTED by the undersigned at West Palm Beach, Florida this

28th day of November, 2000.



JEFFREY PAINE INCORPORATOR

State of Florida)
County of Palm Beach)

BEFORE ME, the undersigned authority, personally appeared Richard P. Zaretsky, who after being first duly sworn, acknowledged that he executed the foregoing Articles of Incorporation for BOCA DESIGN GROUP, INC., a Florida corporation, for the purposes herein expressed.

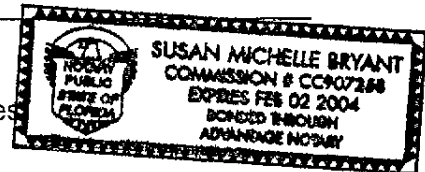
Witness my hand and official seal at the State and County aforesaid, this 28th day of November, 2000.



NOTARY PUBLIC, State of Florida at Large

PRINT NAME

My commission expires



ACCEPTANCE OF DESIGNATION

I, JEFFREY PAINE, hereby accept the designation of registered agent for BOCA DESIGN GROUP, INC.



Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA