

P00000 115243

**CARTER
THOMAS**
LAW OFFICES LLP

December 12, 2000

VIA FEDERAL EXPRESS

Corporate Records Bureau
Division of Corporations - Dept. of State
409 E. Gaines Street
Tallahassee, FL 32314

RECEIVED
12-12-2000

FILED
00 DEC 13 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: New Age Lighting & Design, Inc.

Dear Sirs:

Enclosed please find the original Articles of the above proposed corporation together with a firm check in the amount of \$78.75 to cover the costs of filing, one certified copy and the registered agent designation.

Thank you for your assistance in this matter.

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-12/13/00--01054--002
*****78.75 *****78.75

Very truly yours,



Connie M. Lambert, Paralegal

CML
Enclosures

F. CHESTER DEC 1 8 2000

ARTICLES OF INCORPORATION
OF
NEW AGE LIGHTING & DESIGN, INC.

EFFECTIVE DATE

12-12-2000

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 DEC 13 PM 1:44

FILED

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I

The name of the corporation is NEW AGE LIGHTING & DESIGN, INC.

ARTICLE II

The corporation is to commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

The corporation is authorized to issue 1,000 shares of one cent (\$.01) par value stock. Each outstanding share shall be entitled to one vote on each matter submitted to a vote at a meeting of the Shareholders.

The shares of stock may be issued for such consideration having a value not less than par value of the share issued therefor as is determined from time to time by the Board of Directors to be paid in whole or in part, in cash or other property, tangible or intangible, or in labor or services performed for the corporation. Shares may be issued in exchange for written promises to perform services in the future. If shares are issued without full consideration being paid prior to issuance, notice shall be given to all stockholders ten (10) days prior to such issuance.

ARTICLE V

The principal address of the corporation shall be: 791 N.E. 35th Street, Boca Raton, FL 33431.

ARTICLE VI

All corporate powers shall be executed by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors.

The corporation shall have two (2) director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the by-laws of the corporation.

The names and street addresses of the initial directors who shall hold office until their successors shall be chosen at the first meeting of the Stockholders who have qualified shall be:

Michel Lamalle, 791 N.E. 35th Street, Boca Raton, FL 33431.
Frank Gentile, 791 N.E. 35th Street, Boca Raton, FL 33431.

ARTICLE VII

The corporation may indemnify any present or former officer or director or person exercising powers and duties of a director to the full extent now or hereafter permitted by law.

ARTICLE VIII

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any by-law adopted by the Shareholders if the Shareholders provide that the by-law shall not be altered, amended or repealed by the Board of Directors.

ARTICLE IX

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding at any regular meeting of the Stockholders or at any special meeting of the Stockholders called for that purpose.

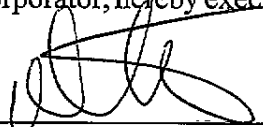
ARTICLE X

The name and address of the Incorporator to these Articles of Incorporation is: Donald J. Thomas, Esq., 1200 N. Federal Highway, Suite 312, Boca Raton, FL 33432

ARTICLE XI

The street address of the initial registered office of the corporation is 1200 N. Federal Highway, Suite 312, Boca Raton, Florida 33432 and the name of the initial registered agent of the corporation at that address is Donald J. Thomas, Esq.

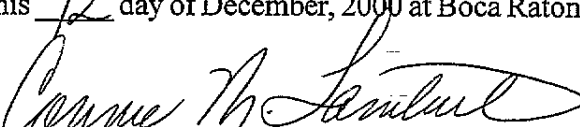
IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of Incorporation this 12 day of December, 2000.


DONALD J. THOMAS, ESQ.

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared DONALD J. THOMAS, ESQ. known to me and known by me to be the person who executed the foregoing Articles of Incorporation and that he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

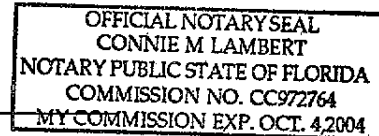
WITNESS my hand and official seal this 12 day of December, 2000 at Boca Raton, Palm Beach County, Florida.


Notary Public, State of Florida

Print, type or stamp Commissioned name of Notary Public

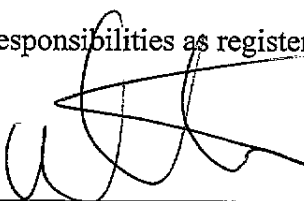
My Commission Expires:

Personally known or () Produced Identification
Type of Identification: _____



CERTIFICATE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


DONALD J. THOMAS, ESQ.
Registered Agent

DATED: 12/12/00

00 DEC 13 PM 1:44
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA