

PD10000 74029

Precision

TITLE SERVICES, INC.

July 24, 2001

Florida Secretary of State
409 E. Gains Street
Tallahassee, Florida 32399
Attention: Incorporation

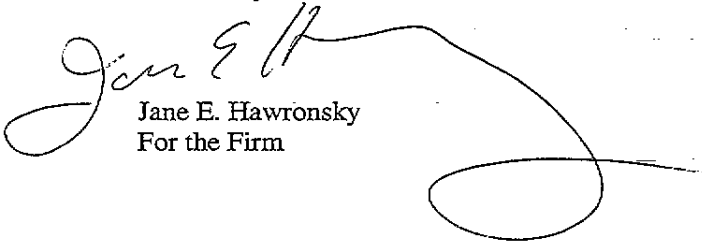
Re: All in One, Inc.

To Whom It May Concern:

Please find enclosed a copy of the Articles of Incorporation for the above referenced company.
Please return the Articles of Incorporation papers in the Airborne envelope provided.

Thank you in advance for your prompt response. If you should have any questions feel free to
contact our office.

Yours truly,



Jane E. Hawronsky
For the Firm

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*****78.75 *****78.75

01 JUL 25 AM 9:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

Plantation Executive Building
310 S. University Drive, Plantation, FL 33324 (954) 382-1414 Fax (954) 382-1101

D. WHITE JUL 26 2001

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 26, 2001

JANE E. HAWRONSKY
310 S UNIVERSITY DR
PLANTATION, FL 33324

SUBJECT: ALL IN ONE, INC.
Ref. Number: W01000017241

We have received your document for ALL IN ONE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 801A00043518

FILED

ARTICLES OF INCORPORATION

OF

ON SITE BUILDERS, INC.

01 JUL 25 AM 9:50

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purposes of forming a corporation under the laws of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I. CORPORATE NAME.

The name of the Corporation is:

ON SITE BUILDERS, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under law of the State of Florida in manufacturing displays.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Thousand Five Hundred (1,500) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence commencing upon the filing of these Articles.

ARTICLE V. PRINCIPAL ADDRESS.

The principal address of the Corporation shall be:

719 N. Highlands Drive, Hollywood, Florida 33021

ARTICLE VI. REGISTERED AGENT AND REGISTERED OFFICE.

The Registered Agent and the street address of the Registered Office of this Corporation in the State of Florida shall be:

Richard C. Koskey, Esq.
310 South University Drive
Plantation, Florida 33324

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE VII. BOARD OF DIRECTORS.

This Corporation shall have three(3) director(s) initially. The number of Directors may be increased or diminished from time to time by the Bylaws adopted by the Stockholders, but shall never be less than one (1).

ARTICLE VIII. INITIAL DIRECTORS.

The names of the initial Directors of this Corporation and their street addresses are:

David Cooper
719 N. Highlands Drive
Hollywood, Florida 33021

Juvan Pierre
1015 N.W. 99th Street
Miami, Florida 33150

George Vazquez
1137 N 15th Ave
Hollywood, Florida 33020

ARTICLE IX. INCORPORATOR.

The name and address of the person signing these
Articles of Incorporation as Incorporator is:

David Cooper
719 N. Highlands Drive
Hollywood, Florida

ARTICLE X. INDEMNIFICATION.

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law.

ARTICLE XI. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law.

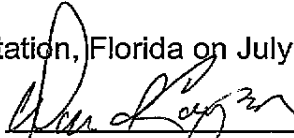
ARTICLE XII. TRANSFER OF STOCK.

No Stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the Corporation without first offering such shares of the Corporation at the net asset value thereof. Such offer shall be in writing signed by the Stockholder; shall be sent by registered or certified mail to the Corporation at its principal place of business; and shall remain open for acceptance by the Corporation for a period of thirty (30) days from the date of mailing. If the Corporation fails or refuses within such period to make a satisfactory arrangements for the purchase of such shares, the Stockholder shall have the right to dispose of his/her shares as he/she may see fit.


On the death of any Stockholder, the Corporation shall have the right to purchase all shares owned by such Stockholder within thirty (30) days following the death of the Stockholder and this provision shall be binding upon the executor, administrator, or personal representative of the Stockholder.

Each share certificate issued by the Corporation shall have printed or stamped thereon the following legend: "These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the Corporation. A copy of such Articles is on file at the principal office of the Corporation."

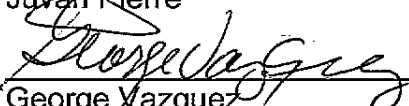
EXECUTED by the undersigned at Plantation, Florida on July 23, 2001.



David Cooper



Juvan Pierre



George Vazquez

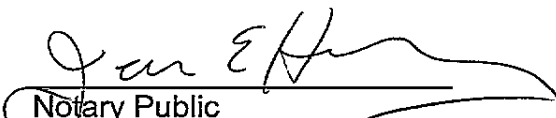
STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, duly authorized to take acknowledgements, personally appeared David Cooper, Juvan Pierre, George Vazquez, who is personally known to me or has produced the following identification: _____ and who executed and acknowledged the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Plantation, Florida, County of Broward, State of Florida, this 23rd day of July, 2001.



My commission expires:

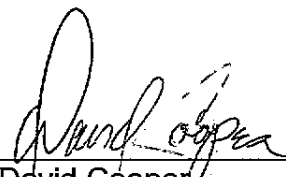


Notary Public
Jane E. Hawronsky

CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED
OFFICE FOR THE SERVICE OF PROCESS WITHIN FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is
submitted:

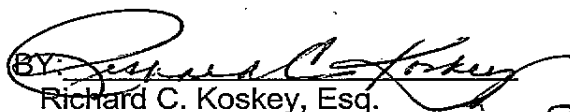
That ALL IN ONE, INC., desiring to organize or qualify under the laws of
the State of Florida, has named, RICHARD C. KOSKEY, as its registered agent
to accept service of process within Florida, at 310 S. University Drive, Plantation,
Florida 33324, which address is also designated as the registered office of the
corporation first mentioned above.



David Cooper

DATE: 7/23/01

Having been named registered agent to accept service of process for the
above-stated corporation at the place designated in this certificate, RICHARD C.
KOSKEY hereby agrees to act in that capacity and further agrees to comply with
the provisions of all statutes relative to the proper and complete performance of
such duties.

BY: 

Richard C. Koskey, Esq.

DATE: 7/23/2001

FILED
01 JUL 25 AM 9:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA