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February 13, 2002

VIA FEDERAL EXPRESS

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

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-02/15/02--01038--003
*****78.75 *****78.75

RE: Articles of Incorporation of THE LIGHTING MACHINE INC.

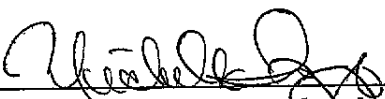
Greetings:

Enclosed please find an original and one copy for certification the Articles of Incorporation for the above referenced new Florida corporation to be formed. Also enclosed please find our trust account check in the sum of \$78.75, payable to the Secretary of State, and remitted in payment for filing fee, certified copy fee, designation of resident agent fee, and capitol stock tax fee, etc.

Please file the Articles and return one certified copy to the undersigned via Federal Express (shipping label enclosed). Thank you for your attention to this matter.

Very truly yours,

Bamman, Giunta, House & Romm, P.A.

By: 
Michelle Izzo, Paralegal

/mi
Enc.
cc: Mr. Michael Mattoli

FILED
02 FEB 15 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE LIGHTING MACHINE, INC.

FILED
02 FEB 15 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this corporation is THE LIGHTING MACHINE, INC.

ARTICLE II
DURATION

This corporation shall have perpetual existence.

ARTICLE III
PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 1000 shares of One Dollar (\$1.00), par value common stock as follows:

Michael Mattioli1000 SHARES

ARTICLE V
PRE-EMPTIVE RIGHTS

Each Shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any

amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; and

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants, or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

ARTICLE VI BUSINESS ADDRESS AND PRINCIPAL PLACE OF BUSINESS

The initial address of the business of the Corporation shall be: is 101 NE 3rd AVENUE, SUITE 1500, FORT LAUDERDALE, FLORIDA 33301.

The principal place of business of the corporation shall be BROWARD COUNTY, Florida.

ARTICLE VII INITIAL REGISTERED AGENT AND OFFICE OF THE REGISTERED AGENT

The initial registered agent of this corporation is MICHAEL MATTIOLI and the address of the initial registered agent of this corporation at that address is 101 NE 3rd AVENUE, SUITE 1500, FORT LAUDERDALE, FLORIDA 33301.

ARTICLE VIII INITIAL BOARD OF DIRECTORS

This corporation shall have one director. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the directors and officers of this corporation are:

SOLE OFFICER AND DIRECTOR

Michael Mattioli
101 NE 3rd Avenue, Suite 1500
Fort Lauderdale, FL 33301

ARTICLE IX - INCORPORATORS

The name and address of the persons signing these Articles is:

Michael Mattioli 101 N.E. 3rd Avenue Suite 1500, Fort Lauderdale, Florida 33301


ARTICLE X
INDEMNIFICATION

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

ARTICLE XI
AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 13 day of February, 2002.



Michael Mattioli, Incorporator
101 NE 3rd Avenue Suite 1500, Fort
Lauderdale, FL 33301

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Michael Mattioli, having produced identification in the form of a Florida Driver's license, and otherwise known to me to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 15 day of February, 2002


NOTARY PUBLIC

My Commission Expires:



CERTIFICATE OF REGISTERED AGENT


This is a certificate designating place of business or domicile for the service of process within Florida and naming agent upon whom process may be served.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

First, that Michael Mattioli, 101 NE 3rd Avenue Suite 1500, Fort Lauderdale, Florida 33301

desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at: has named MICHAEL MATTIOLI at 101 NE 3rd Avenue Suite 1500, Fort Lauderdale, Florida 33301 as its agent to accept service of process within Florida.

SIGNATURES:


Michael Mattioli


Notary Public



MICHELLE R. IZZO
COMMISSION # CC737325
EXPIRES MAY 01, 2002
BONDED THROUGH
ADVANTAGE NOTARY OF FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE _____

DATE _____

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

FILED

02 FEB 15 PM 2:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Lighting Machine Inc.

(Name of Corporation)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, 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

Michael MATTIOLI