

BOIES, SCHILLER & FLEXNER LLP

NEW YORK

WASHINGTON DC

FLORIDA

CALIFORNIA

NEW HAMPSHIRE

PO2000069591

500005923735--9
-06/24/02--01047--013
*****78.75 *****78.75

June 19, 2002

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

SUBJECT: PlanetWeston, Inc.

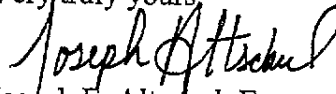
FILED
2002 JUN 24 AM 9:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Dear Sir or Madam:

Enclosed is an original and one copy of the articles of incorporation and a Designation and Acceptance of Registered Agent for PlanetWeston, Inc., a Florida Corporation.

Please provide a certificate of status. A check for \$78.75 is enclosed for the filing fee and a Certificate of Status. Please return the certificate of status in the enclosed envelope.

Very truly yours


Joseph E. Altschul, Esq.

JEA/mg
Enclosure

✓
6/25/02

ARTICLES OF INCORPORATION
OF
PlanetWeston, Inc.

FILED

2002 JUN 24 AM 9:21

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I.
CORPORATE NAME

The name of this Corporation shall be PlanetWeston, Inc.

ARTICLE II.
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is:

3620 Paddock Road
Weston, Florida 33331

ARTICLE III.
NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE IV.
CAPITAL STOCK

The Corporation is authorized to issue a maximum of one thousand (1,000) shares of Common Stock. All shares of Common Stock shall have \$.001 par value per share. The consideration to be paid for each share of Capital Stock shall be fixed by the Board of Directors.

ARTICLE V.
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Name:
Terri Perlini

Address:
3620 Paddock Road
Weston, Florida 33331

ARTICLE VI.
BOARD OF DIRECTORS

The number of Directors may be altered from time-to-time by the By-laws adopted by the shareholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VII.
INITIAL DIRECTORS

The name and post office address of the initial Director of the Corporation is:

Name:	Address:
Terri Perlini	3620 Paddock Road Weston, Florida 33331

ARTICLE VIII.
INITIAL OFFICERS

The initial officers of the Corporation are:

President	-	Terri Perlini
Secretary	-	Terri Perlini
Treasurer	-	Terri Perlini

ARTICLE IX.
INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

Name:	Address:
Terri Perlini	3620 Paddock Road Weston, Florida 33331

ARTICLE X.
INDEMNIFICATION

The officers and directors of the Corporation are hereby indemnified by the Corporation for their acts to the fullest extent as provided for by Florida Statute 607.0850 and/ or other applicable Florida law.

ARTICLE XI.
COMMENCEMENT DATE

Corporate existence will commence on the date of the filing of these Articles of Incorporation.

The UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.

By: 
Terri Perlini

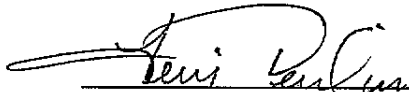
**Designation and Acceptance of Registered Agent
for a Florida Corporation**

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is PlanetWeston, Inc.
2. The name of the registered agent is Terri Perlini.
3. The address of the registered agent/registered office is 3620 Paddock Road Weston, Florida 33331

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, 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.


Terri Perlini.

Date: June 19, 2002.

FILED
2002 JUN 24 AM 9:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA