

SIMON AND SCHMIDT

ATTORNEYS AT LAW

PO BOX 212

W. PALM BEACH, FLORIDA 33411

DETRAY BEACH, FLORIDA 33401

TELEPHONE (407) 276-2801

FAX (407) 276-0280

WEST PALM BEACH

337 0222

URGENT 1/28/95
JAY D. SCHMIDT

P95000010380

February 1, 1995

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

COMMERCIAL REGISTER

1995 1995

Re: Incorporation of Echo Point Collection, Inc.
My File No.

Gentlemen:

Enclosed are the original and a copy of the articles of incorporation for this corporation, along with my client's check in the amount of \$122.50 for the filing fee.

Please return a copy of the filed articles of incorporation to our office.

Thank you for your consideration in this matter.

Sincerely yours,

David Schmidt

DWS:dr
Enclosures

FILED
FEB 3 1995
10 20

H. SIMS FEB - 7 1995

ARTICLES OF INCORPORATION
OF
ECHO POINT COLLECTION, INC.

The undersigned subscriber to these Articles of Incorporation, being a natural person, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is ECHO POINT COLLECTION, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

This corporation may engage in or transact any or all lawful activities of businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100,000 shares of \$1.00 par value common stock, which shall be designated as "common shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 165 Cleary Road, Suite C-1, West Palm Beach, Florida, and the name of the initial registered agent of this corporation is Kerri Spoor.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

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

Kerri Spoor
165 Cleary Road, Suite C-1
West Palm Beach, Florida 33413

ARTICLE VII - INCORPORATORS

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

Kerri Spoor
165 Cleary Road, Suite C-1
West Palm Beach, Florida 33413

ARTICLE VIII - MAILING ADDRESS OF CORPORATION

The initial mailing address for this corporation is: 165 Cleary Road, Suite C-1, West Palm Beach, Florida 33413.

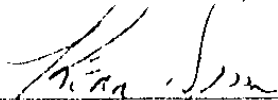
ARTICLE IX - AMENDMENT

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

ARTICLE X - PREEMPTIVE RIGHTS

The holders of shares of stock shall have preemptive rights to purchase any shares of the Corporation hereafter issued in proportion to their holdings for the stock to be issued.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 31st day of January, 1995.

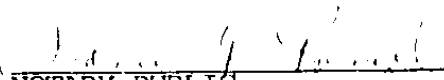

Kerri Spoor

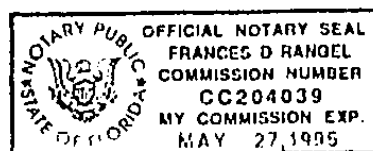
STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared Kerri Spoor, known to me and known to be the person who executed the foregoing Articles of Incorporation, and she acknowledged to and before me that she executed those Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 31st day of January, 1995.


NOTARY PUBLIC
Print Name: Frances D Rangel
State of Florida
My commission expires:
(SEAL)



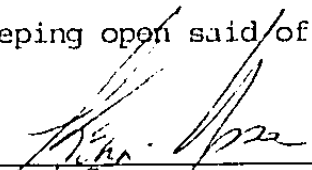
CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.001, Florida Statutes, the following is submitted in compliance with the said Act:

First that ECHO POINT COLLECTION, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the County of Palm Beach, State of Florida, has named Kerri Spoor, located at 165 Cleary Road, Suite 21, West Palm Beach, Florida 33413, as its agent to accept service of process within the state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



Kerri Spoor
Registered Agent