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Baron, A. Marvin
Jeffrey, A. Schwarz

FEBRUARY 14, 1995

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-02/17/95-01083--019
****122.50 ****122.50

Secretary of State
Division of Corporations
409 EAST GAINES STREET
TALLAHASSEE, FLORIDA 32399

RE: PENGUIN COVE STAINED GLASS, INC.

FILED

1935 FEB 17 PM 2:00

TALLAHASSEE, FLORIDA

Dear Sirs,

Attached please find check for \$122.50. Also please find proposed articles of incorporation for this corporation.

Please incorporate this corporation and return proof thereof to me. Thanks.

Very truly yours,

JEFFREY SCHWARZ

JAS/ls

JB 2/17/95

FILED

ARTICLES OF INCORPORATION OF

PENGUIN COVE STAINED GLASS, INC.

1995 FEB 17 PM 2:00

STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as incorporators of a corporation under the FLORIDA GENERAL CORPORATION ACT, adopt the following ARTICLES OF INCORPORATION for such corporation.

ARTICLE I-NAME. The name of this corporation is PENGUIN COVE STAINED GLASS, INC.

ARTICLE II-PURPOSE. This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III-DURATION. The period of duration for this corporation is perpetual.

ARTICLE IV. CAPITAL STOCK. The aggregate number of shares which the corporation is authorized to issue is one hundred (100). Such shares shall be of a single class, and shall have a par value of ten dollars (\$10.00) per share.

ARTICLE V. PREEMPTIVE RIGHTS. Every shareholder, upon the sale of cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof, as nearly as may be done without the assumption of fractional shares, at the price at which it is offered to others.

ARTICLE VI. INITIAL PRINCIPAL OFFICE AND AGENT. The initial street address of the initial principal office of this corporation is 14230 WEST DIXIE HIGHWAY, NORTH MIAMI, FLA. 33161.

ARTICLE VII-INITIAL BOARD OF DIRECTORS

The number of directors of this corporation shall be four (4).

The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are listed below:

JEAN FISCHER-2180 NE 197th TERRACE, MIAMI, FLA. 33179

ELI FISCHER-2180 NE 197th TERRACE, MIAMI, FLA. 33179

LLOYD WOLF-3801 THOMAS STREET, HOLLYWOOD, FLA. 33021

KATHERINE WOLF- 3801 THOMAS STREET, HOLLYWOOD, FLA. 33021

ARTICLE VIII-INCORPORATORS

The names and addresses of the persons signing these Articles are:

JEAN FISCHER-2180 NE 197th TERRACE, MIAMI, FLA. 33179

ELI FISCHER-2180 NE 197th TERRACE, MIAMI, FLA. 33179

LLOYD WOLF-3801 THOMAS STREET, HOLLYWOOD, FLA. 33021

KATHERINE WOLF-3801 THOMAS STREET, HOLLYWOOD, FLA. 33021

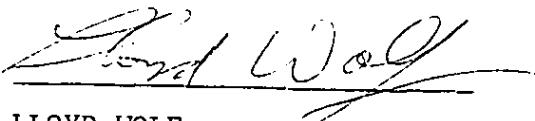
IN WITNESS WHEREOF, the undersigned subscribers have subscribed and executed these Articles of Incorporation this 10th day of FEBRUARY, 1995.



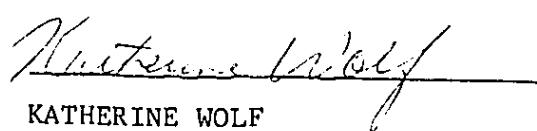
JEAN FISCHER



ELI FISCHER



LLOYD WOLF



KATHERINE WOLF

STATE OF FLORIDA:

COUNTY OF DADE:

BEFORE ME, a Notary Public, authorized to take acknowledgements, in this state and county personally appeared the following persons:

JEAN FISCHER

LLOYD WOLF

ELI FISCHER

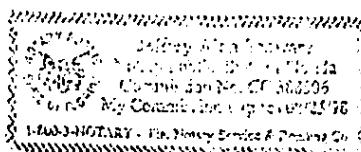
KATHERINE WOLF

These persons are personally known to me to be the persons who executed the foregoing Articles of Incorporation and they personally acknowledged before me that the ARTICLES OF INCORPORATION were in fact executed by the above persons.

IN WITNESS whereof, I have set hereunto my hand and affixed my official seal in the aforesaid county and state this 10th day of FEBRUARY, 1995.

NOTARY PUBLIC, STATE OF FLA.

MY COMMISSION EXPIRES:



CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMECILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, AND NAME OF
AGENT UPON WHOM SUCH PROCESS MAY BE
SERVED

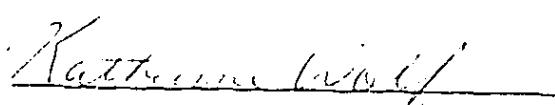
IN PURSUANCE OF CHAPTER 48.091 of the FLORIDA STATUTES, the
following is submitted, in compliance with said act:

FIRST, THAT PENGUIN COVE STAINED GLASS, INC., desiring to
organize under the laws of the State of Florida with its principal
office, as indicated in the ARTICLES OF INCORPORATION, at the
following location: 14230 WEST DIXIE HIGHWAY, NORTH MIAMI, FLA. 33161,
has named the following individual at the below address as its
agent to accept service of process within this state:

KATHERINE WOLF-14230 WEST DIXIE HIGHWAY, NORTH MIAMI, FLA 33161

ACKNOWLEDGEMENT(MUST BE BY DESIGNATED AGENT)

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


KATHERINE WOLF

TALLAHASSEE, FLORIDA

1995 FEB 17 PM 2:00

FILED