

Department of State
Corporate Records /
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32311

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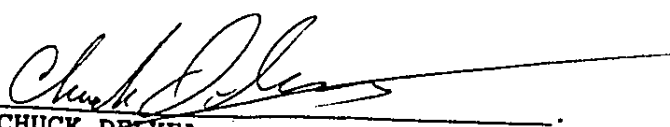
RE: INCORPORATION OF
POSH AMERICA, INC.

Dear Secretary of State:

Enclosed find one original and a copy of the Articles of Corporation
of POSH AMERICA, INC.

Also find enclosed a check made payable to the Secretary of State in
the amount of \$70.00 which includes the statutory filing fee. Your
assistance in establishing this corporation is appreciated.

Respectfully,



CHUCK DELYEA
528 N. Luna Court
Hollywood, Florida 33021

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-02/17/95--01077--007
*****70.00 *****70.00

FILED
95 FEB 17 AM 9 18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN FEB 20 1995

ARTICLES OF INCORPORATION
OF
POSH AMERICA, INC.

FILED
95 FEB 17 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE

The name of the corporation is **POSH AMERICA, INC.** The principal address of the corporation is: 1040 Bayview Drive, Suite 520, Ft. Lauderdale, Florida 33304.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is **one hundred (100)** of **no par value**.

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of shares consideration of the value of \$1,000.00 consisting of money, labor done or property actually received.

ARTICLE SIX

The street address of its initial registered office is 1040 Bayview Drive, Suite 520, Ft. Lauderdale 33304, and the name of its initial registered agent at such address is **CHUCK DELYEA**.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


CHUCK DELYEA

ARTICLE SEVEN

The number of directors constituting the initial board of directors is two (2), and the name and address of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Name	Mailing Address
CHUCK DELYEA	528 N. Luna Court, Hollywood, Florida 33021
WILLIAM BINGHAM	5599 San Felipe, #115, Huston, Texas 77056

ARTICLE EIGHT

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE NINE

The name and address of each incorporator is:

Name	Mailing Address
CHUCK DELYEA	528 N. Luna Court, Hollywood, Florida 33021

(signed)



Incorporator

ARTICLE TEN

The powers of the incorporators cease upon filing of the Articles of Incorporation.