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BATTLE FOWLER LLP

A LIMITED LIABILITY PARTNERSHIP

PARK AVENUE TOWER
75 EAST 55TH STREET
NEW YORK, N.Y. 10022

(212) 856-7000

WRITER'S DIRECT DIAL NUMBER
(212) 856-6983

CABLE ADDRESS
"COUNSELLOR"

FACSIMILE
(212) 338-9180

WRITER'S DIRECT FACSIMILE NUMBER

(212) 856-7803

March 10, 1995

Secretary of State
State of Florida
Room 2002
The Capitol Building
Tallahassee, Florida 32301

Re: Anything Goes Now Inc.

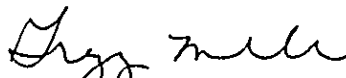
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Dear Sir/Madam:

Enclosed is the Articles of Incorporation of Anything Goes Now Inc. and the registered agent consent statement. Also, enclosed is a check in the amount of \$122.50 to cover the requisite filing fees.

Please file the Articles of Incorporation at your earliest convenience and return a certified copy to me c/o Battle Fowler LLP, 75 East 55th Street, New York, New York 10022. If you have any questions regarding the enclosed, please do not hesitate to call me at the number listed above.

Very truly yours,


Gregg Miller

Enclosures

PPB
3/15/95
945-20972

ARTICLES OF INCORPORATION

OF

ANYTHING GOES NOW INC.

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TALLAHASSEE

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "Corporation") is Anything Goes Now Inc.

SECOND: The address, wherever located of the principal office of the Corporation is 2096 NE 2nd Street, Deerfield Beach, Florida 33441.

THIRD: The mailing address, wherever located, of the corporation is 2096 NE 2nd Street, Deerfield Beach, Florida 33441 Attn: Joan Miller.

FOURTH: The number of shares that the Corporation is authorized to issue is one thousand (1,000), all of which are of a par value of one dollar (\$1.00) each and are of the same class and are to be Common shares.

FIFTH: The street address of the initial registered office of the Corporation in the State of Florida is 6746 B Montego Bay Boulevard, Boca Raton, Florida 33433.

The name of the initial registered agent of the Corporation is Joan Miller.

The written acceptance of the said initial registered agent, as required in Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

SIXTH: The name and address of the incorporator is

NAME

Gregg Miller

ADDRESS

c/o Battle Fowler LLP
75 East 55th Street
New York, NY 10022

SEVENTH: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

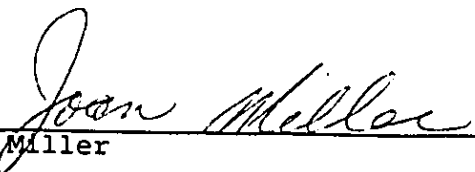
TENTH: Whenever the Corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on March 10, 1995



Gregg Miller

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these 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.


Joan Miller

Date: March 11, 1995

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