

AMY S. WOLSKY
ATTORNEY AT LAW

April 20, 1995

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

Re: Masse', Inc.
Our File No.: 4/3/95/CO111

Dear Sir/Madam:

Enclosed herewith please find the following:

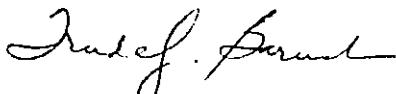
1. Original and one copy of the Articles of Incorporation of Masse', Inc.;
2. Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served; and
3. Letter of your office dated April 4, 1995 reserving the name Masse', Inc. under reservation number R95000001471.

Also enclosed is our check in the sum of \$131.25 to cover the filing fee, Registered Agent Designation, Certificate of Status and a certified copy of the Articles of Incorporation.

Please file the enclosed and forward the certified copy of the Articles of Incorporation to the undersigned as soon as possible in the self-addressed, stamped envelope enclosed for your convenience.

Thanking you in advance for your prompt attention to this matter, I remain

Very truly yours,



TRUDA G. BARUCH, Secretary
to Amy S. Wolsky, Esq.

/TGB
Encls.

One Lincoln Place
1900 Glades Road, Ste. 358
Boca Raton, Florida 33431
Tel: (407) 367-0777
Fax: (407) 338-6887

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FILED
APR 20 1995
TALLAHASSEE, FLA.
9:33 AM



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 4, 1995

AMY S. WOLSKY, ESQ.
1900 GLADES RD.
SUITE 358
BOCA RATON, FL 33431-7333

The name MASSE', INC. has been reserved for 120 days beginning April 4, 1995. The reservation number is R95000001471 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lantham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Alan Crum

Letter number: 095A00015154

ARTICLES OF INCORPORATION

OF

MASSE', INC.

FILED
95 APR 26 AM 9:33
SECRETARY OF STATE
LAHASSER, FLORIDA

ARTICLE I: CORPORATE NAME AND PRINCIPAL OFFICE

The name of this corporation and Principal Office is:

MASSE', INC.,

15170 Oak Chase Court, Wellington, Florida 33414

ARTICLE II: DURATION

This corporation shall have perpetual existence.

ARTICLE III: CORPORATE PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV: CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of common stock, having no par value per share.

ARTICLE V: PREEMPTIVE RIGHTS

Every shareholder, upon the sale for 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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 15170 Oak Chase Court, Wellington, Florida 33414 and the name of the initial registered agent of this

corporation at that address is **JOSEPH DeROSA**.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially.

The number of directors may be increased or diminished from time to time by the by-laws but shall never be less than one.

The name and address of the initial director of this corporation is:

JOSEPH DeROSA

ARTICLE VIII: BY-LAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders.

ARTICLE IX: INCORPORATOR

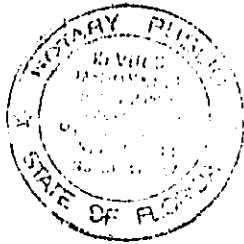
The name and address of the person signing these articles is: **JOSEPH DeROSA**
15170 Oak Chase Court, Wellington, Florida 33414.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on April 13, 1995.


JOSEPH DeROSA

STATE OF FLORIDA)
) ss.:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 13 day of April 1995 by **JOSEPH DeROSA**, who is personally known to me, or who has produced DRIVERS- LICENSE as identification, and who did take an oath.

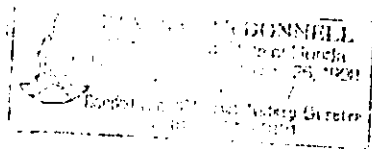
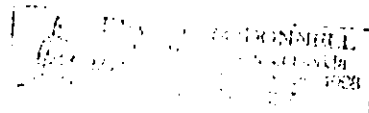


NOTARY PUBLIC

Ka C. McGinnell

State of Florida-at-Large

My Commission Expires:



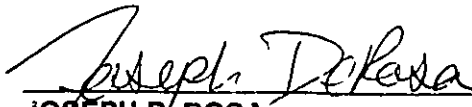
**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to the provisions of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **MASSE', 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 **JOSEPH DeROSA**, located at 15170 Oak Chase Court, Wellington, County of Palm Beach, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named 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 provisions of said Act relative to keeping open said office.



JOSEPH DeROSA

FILED
APR 21 AM 9:33
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE SEVENTH JUDICIAL CIRCUIT
PALM BEACH COUNTY, FLORIDA