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LAW OFFICES

THOMAS J. WOOLLEY, JR.
PROFESSIONAL ASSOCIATION
FIRST FINANCIAL PLAZA, SUITE 400
639 EAST OCEAN AVENUE
BOYNTON BEACH, FLORIDA 33435

MAILING ADDRESS:
POST OFFICE DRAWER JJ
BOYNTON BEACH, FLORIDA 33428

TELEPHONE (407) 737-4818
TELECOMMER (407) 737-4810

May 9, 1995

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

Re: Bailey's Edge, Inc.
Re:

Dear Sir/Madam:

Enclosed please find the original and a copy of the Articles of Incorporation for the above-named corporation together with my check made payable to you in the amount of \$122.50 representing filing fees.

If the name, K.C. ENTERPRISES, INC., is not available, my client has chosen X-CELLENT ENTERPRISES, INC. as his second choice, and BAILEY'S EDGE, INC. as his third choice.

Please forward to this office a certified copy of the Articles of Incorporation after filing.

If you have any questions, please do not hesitate to contact me.

Sincerely,


THOMAS J. WOOLLEY, JR.

TJW/slr

Enclosures

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-05/15/95--(1000)--011
****122.50 ****122.50

FILED
55 MAY 15 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SAB
5/16/95

FILED

95 MAY 15 PM 2:30

STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
Bailey's Edge, Inc.

The undersigned incorporator of these Articles of Incorporation, a natural person competent to contract, hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

Bailey's Edge, Inc.
The name of this corporation is

ARTICLE II - DURATION

This corporation is to exist perpetually commencing at the time of filing the Articles of Incorporation by the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting all business which may be permitted under the laws of the State of Florida and approved by the Board of Directors.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares common stock at \$10.00 par value.

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 prorata share thereof (as nearly as may be done without the 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 403 N.W. 7th Street, Delray Beach, Florida 33444. The name of the initial registered agent of this corporation is KEVIN J. COLLINS. The principal office and/or mailing address of the corporation is 403 N.W. 7th Street, Delray Beach, Florida 33444.

**ARTICLE VII - 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 never be less than one (1) director.

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

KEVIN J. COLLINS
403 N.W. 7th Street
Delray Beach, Florida 33444

ARTICLE VIII - INCORPORATOR


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

KEVIN J. COLLINS
403 N.W. 7th Street
Delray Beach, Florida 33444

ARTICLE IX - BY-LAWS

In furtherance and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized to make, alter or repeal the By-Laws of the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 9 day of May, 1995.



KEVIN J. COLLINS

STATE OF FLORIDA

COUNTY OF PALM BEACH

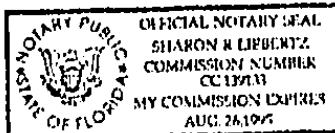
BEFORE ME, a notary public authorized to take acknowledgments in the State and County above, personally appeared KEVIN J. COLLINS known to me and known by me to be the person who executed the foregoing Articles of Incorporation and who acknowledged before me that the Articles of Incorporation were executed for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 9th day of May, 1995.


NOTARY PUBLIC-STATE OF FLORIDA

My commission expires:

(SEAL)




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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--that Boiley's Edge, Inc. desires to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Delray Beach, County of Palm Beach, has named KEVIN J. COLLINS, 403 N.W. 7th Street, Delray Beach, Florida 33444, 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.



KEVIN J. COLLINS

FILED
95 MAY 15 PM 2:30
TALLAHASSEE, FLA.