

1201 BAYS STREET

TALLAHASSEE, FL 32306

800-342-8086

CSC networks

PRESIDENTIAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. 100000032

REFERENCE : 633006 92386A

AUTHORIZATION : *Patricia Pyper*

COST LIMIT : 970.00

ORDER DATE : July 6, 1995

ORDER TIME : 10:41 AM

900001581109

ORDER NO. : 633006

CUSTOMER NO: 92386A

CUSTOMER: Mr. Eric R. Johnson
ATLANTIC MORTGAGE CORP.

Suite 300
2740 E. Oakland Park Boulevard
Ft. Lauderdale, FL 33306

DOMESTIC FILING

NAME: COUNTLESS GALAXIES, INC.

XXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XXX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sebrina Randolph

EXAMINER'S INITIALS: _____

FILED
95 JUL -6 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN JUL - 7 1995

**ARTICLES OF INCORPORATION
OF
COUNTLESS GALAXIES, INC.**

FILED
95 JUL -6 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator, for the purpose of forming a corporation for profit under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of corporation is Countless Galaxies, Inc.

ARTICLE II

Duration

The term of existence of the corporation is perpetual.

ARTICLE III

Purpose

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

Capital Stock

The Corporation is authorized to issue 100,000 shares of Common Stock with a par value of One Tenth of One Cent (\$.001).

ARTICLE V

Directors

5.01 The Board of Directors of the Corporation shall consist of not less than one (1) nor more than seven (7) members.

5.02 The composition of the first Board of Directors is as follows:

Name	Address
Eric R. Johnson	2740 East Oakland Park Blvd., Fort Lauderdale, FL 33306

ARTICLE VI

Principal Office

The principal place of business and mailing address of this corporation shall be:
2727 East Oakland Park Boulevard, Fort Lauderdale, Florida 33308.

ARTICLE VII

Initial Registered Agent and Address

The name and address of the Initial Registered Agent is: Eric R. Johnson, 2740 East Oakland Park Boulevard, Fort Lauderdale, Florida 33308.

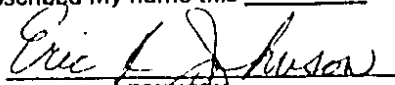
ARTICLE VIII

Incorporator

The name and address of the incorporator is Eric R. Johnson, 2740 East Oakland Park Boulevard, Fort Lauderdale, Florida 33308.

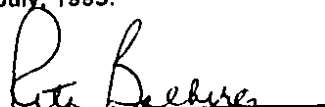
IN WITNESS WHEREOF, I have subscribed my name this _____ day of July,
1995.

STATE OF FLORIDA
COUNTY OF BROWARD


ERIC R. JOHNSON

BEFORE ME, the undersigned authority, authorized to take acknowledgements in the State and County set forth above, personally appeared ERIC R. JOHNSON, personally known to me and known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation and he did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 5th day of July, 1995.


Notary Public

My commission expires:



RITA BAERIKER
My Comm. Exp. 10/30/96
Bonded By Service Ins
No. CC236664

 J. J. O'Brien, L.L.D.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
95 JUL -6 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent in the State of Florida.

1. The name of the corporation is: Countloss Galaxies, Inc. with principal place of business at 2727 East Oakland Park Boulevard, Fort Lauderdale, Florida 33308.

2. The name and address of the registered agent is: Eric R. Johnson, 2740 East Oakland Park Boulevard, Fort Lauderdale, Florida 33308.

Signature: *Eric R. Johnson*
Eric R. Johnson
Title: Incorporator
Date: July , 1995

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

Signature: *Eric R. Johnson*
Eric R. Johnson
Date: _____