

1201 HAYS STREET

TALLAHASSEE, FL 32301

800-342-8086

7171

222-039



ACCOUNT NO. : 072100000032

REFERENCE : 642069 158161A

AUTHORIZATION : *Patricia Hays*

COST LIMIT : \$ 122.50

ORDER DATE : July 14, 1995

ORDER TIME : 10:54 AM

ORDER NO. : 642069

CUSTOMER NO: 158161A

200001539122

CUSTOMER: Ms. Claire Long
LAURIE S. SILVERS, ESQ

Suite 237 W
2255 Glades Road
Boca Raton, FL 33431

DOMESTIC FILING

NAME: POWER GIRLS, INC.

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sebreana Randolph

EXAMINER'S INITIALS: _____

FILED
95 JUL 17 PM 4:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN JUL 17 1995

ARTICLES OF INCORPORATION
OF
POWER GIRLS, INC.

FILED
95 JUL 17 PM 4:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

POWER GIRLS, INC.

The address of the principal office of this corporation shall be 2255 Glades Road, Suite 237W, Boca Raton, Florida 33431, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have four Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Karen Weiss Dir.	2255 Glades Road, Suite 218A, Boca Raton, Florida 33431
Laurie S. Silvers Dir.	2255 Glades Road, Suite 237W, Boca Raton, Florida 33431
Bonnie Fishman Dir.	18457 Long Lake Drive Boca Raton, Florida 33496
Wendy Legum Dir.	17170 Winterhaven Drive Boca Raton, Florida 33496

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Karen Weiss Pres.	2255 Glades Road, Suite 218A, Boca Raton, Florida 33431
Laurie S. Silvers V. Pres	2255 Glades Road, Suite 237W, Boca Raton, Florida 33431
Bonnie Fishman Sec.	18457 Long Lake Drive Boca Raton, Florida 33496
Wendy Legum Treas.	17170 Winterhaven Drive Boca Raton, Florida 33496

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on July 17, 1995.

CORPORATION SERVICE COMPANY

By: *Gail Shelby*
Its Agent, Gail Shelby

FILED
95 JUL 17 PM 4:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: *Gail Shelby*
Its Agent, Gail Shelby

TLR/sbr

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0391

800-342-8086



P95000055124

95 OCT -3 AM 8 14

ACCOUNT NO. : 072100000032

REFERENCE : 696228 158161A

AUTHORIZATION :

CDST LIMIT :

Patricia Pyjuts

ORDER DATE : October 2, 1995

ORDER TIME : 3:39 PM

000001599146

ORDER NO. : 696228

CUSTOMER NO: 158161A

CUSTOMER: Ms. Claire Long
Laurie S. Silvers, Esq
Suite 237 W
2255 Glades Road
Boca Raton, FL 33431

DOMESTIC AMENDMENT FILING

NAME: POWER GIRLS, INC.

XXX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XXX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

FILED
95 OCT -3 AM 11:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

10/3
Amend

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

FILED
95 OCT -3 AM 11:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES I, VI and VII of the Articles of Incorporation of
POWER GIRLS, INC. shall be amended to read as
follows:

ARTICLE I. NAME

The name of the corporation shall be:

POWER GIRLS, INC.

The address of the principal office of this corporation
shall be 7163 Ayrshire Lane, Boca Raton, Florida 33496
and the mailing address of the corporation shall be the same.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under
the authority of, and the business and affairs of the
corporation managed under the direction of its Board of
Directors, subject to any limitation set forth in these
Articles of Incorporation. This corporation shall have
four Directors. The names and addresses of the
members of the Board of Directors are:

Karen Weiss Dir.	2255 Glades Road, # 218 A Boca Raton, Florida 33431
Laurie S. Silvers Dir.	7163 Ayrshire Lane Boca Raton, Florida 33496
Bonnie Fishman Dir.	18457 Long Lake Drive Boca Raton, Florida 33496
Wendy Legum Dir.	17170 Winterhaven Drive Boca Raton, Florida 33496

ARTICLE VI: OFFICERS

The name and addresses of the officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

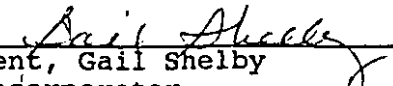
Karen Weiss Pres.	2255 Glades Road, # 218A Boca Raton, Florida 33431
Laurie S. Silvers V. Pres.	7163 Ayrshire Lane Boca Raton, Florida 33496
Bonnie Fishman Sec.	18457 Long Lake Drive Boca Raton, Florida 33496
Wendy Legum Tres.	17170 Winterhaven Drive Boca Raton, Florida 33496

All other paragraphs and articles of the Articles of Incorporation shall remain unchanged.

The foregoing amendment was adopted by the Incorporator without shareholder action because shareholder action was not required.

The foregoing amendment was adopted on the 10th day of October, 1995.

Corporation Service Company



Its Agent, Gail Shelby
Incorporator