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July 12, 1995

REPLY TO:

Murrell Road

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

07/17/95 10:11 AM

Re: Articles of Incorporation of
1004 ASSOCIATES, INC.

Gentlemen:

Enclosed are an original and one copy of the Articles of Incorporation of 1004 ASSOCIATES, INC., together with a check for \$122.50 to cover the \$35.00 filing fee, \$35.00 fee for designation of registered agent and \$52.50 certified copy fee.

Once the Articles of Incorporation have been filed, the certified copy should be returned to this office.

Very truly yours,


JOEL E. BOYD

PROF. 7-15-95

JEB/tz
Enclosures
cc: Mr. Kyle Magnusson

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ARTICLES OF INCORPORATION

(..)

1004 ASSOCIATES, INC.

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ADAMS & CO. CRIDA

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be 1004 ASSOCIATES, INC.

ARTICLE II - PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

ARTICLE III - DATE OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE IV - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this Corporation shall be located at 1004 Pinetree Drive, Indian Harbour Beach, Florida 32937. The mailing address of the Corporation shall be 1004 Pinetree Drive, Indian Harbour Beach, Florida 32937.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI - INITIAL REGISTERED OFFICE

AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 7380 Murrell Road, Suite 100, Melbourne, Florida, 32940. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is JOEL E. BOYD. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of this Corporation is:

<u>Name</u>	<u>Address</u>
JOEL E. BOYD	7380 Murrell Road Suite 100 Melbourne, Florida 32940

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

A. The initial number of directors of this Corporation shall be five (5).

B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).

C. The name and addresses of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Address</u>
Kyle Magnusson	25 Chambers Bridge Road Lakewood, NJ 08701
Mary-Beth Magnusson	25 Chambers Bridge Road Lakewood, NJ 08701
Glenn Magnusson	25 Chambers Bridge Road Lakewood, NJ 08701
Dean Magnusson	25 Chambers Bridge Road Lakewood, NJ 08701
Todd Magnusson	25 Chambers Bridge Road Lakewood, NJ 08701

ARTICLE IX - STOCK RESTRICTION AGREEMENTS

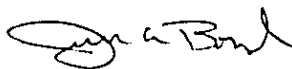
Agreements among this Corporation's shareholders or between this Corporation and its shareholders may include the following as valid matters of contract: (1) reasonable restrictions upon the transferability or assignment of the shares of stock of this Corporation; (2) obligations, or first refusal rights, to redeem or purchase shares of stock of this Corporation prior to a transfer or assignment of such shares; and (3) the manner in which the shareholders of this Corporation will vote their shares of stock of this Corporation; provided, however, that such agreements shall be made in accordance with the provisions of Sections 607.0731 and 607.0627 of the Florida Statutes. The Board of Directors is specifically authorized to approve agreements between

this Corporation and its shareholders made in accordance with the provisions of Sections 607.0731 and 607.0627 of the Florida Statutes. Copies of any stock restriction agreement between this Corporation and its shareholders shall be maintained at the principal office of this Corporation.

ARTICLE X - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

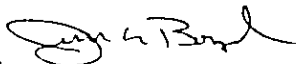
IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Melbourne, Florida, this 12th day of JULY, 1995.



JOEL E. BOYD

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CLERK OF CIRCUIT COURT
FLORIDA

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature: _____

Date: JULY 12, 1995