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PROFESSIONAL
LEGAL & FINANCIAL SERVICES

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DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 797667 1164160

AUTHORIZATION :

Patricia Pyatt

COST LIMIT : \$ 122.50

ORDER DATE : January 10, 1996

ORDER TIME : 2:34 PM

ORDER NO. : 797667

CUSTOMER NO: 1164160

600001693766

CUSTOMER: Ms. Mary Anne Davis
MARY ANNE DAVIS, ESQ.

2536 S.w. 10th Street

Boynton Beach, FL 33426

DOMESTIC FILING

NAME: FACE VALUE, INC.

X ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

T. BROWN JAN 22 1996

FILED
96 JAN 19 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FACE VALUE, INC.

FILED
96 JAN 19 AM 11:49
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:

FACE VALUE, INC.

The address of the principal office of this corporation shall be 2240 Woolbright Road, Boynton Beach, Florida, 33426, 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 5000 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 two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Mary Anne Davis Dir.	2536 Southwest 10th Street Boynton Beach, Florida 33426
Raymond W. Davis Dir.	Same

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:

Mary Anne Davis Pres.	2536 Southwest 10th Street Boynton Beach, Florida 33426
Raymond W. Davis V. Pres.	Same

ARTICLE VIII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

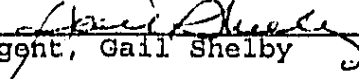
ARTICLE IX. INCORPORATOR

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 January 17, 1996.


CORPORATION SERVICE COMPANY

By: 
Its Agent, Gail Shelby

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: 
Its Agent, Gail Shelby

ACG/gls