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Law Offices of
Wilkins and Deutsch
A Professional Association
370 Camino Gardens Blvd. • Suite 338
Boca Raton, Florida 33432
(407) 338-0951

Elizabeth A. Wilkins, Esq.
Admitted in Florida and Colorado
Certified Court Mediator

FILED
96 APR 11 1:05
ROBERTA M. DEUTSCH, Esq.
Admitted in Florida

April 10, 1996

VIA FEDERAL EXPRESS

Jim Smith, Secretary of State
Florida Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-04/12/96--01043--016
****122.50 ****122.50

Re: **FIFTY-FOUR FIFTY-FOUR CORP.**

Dear Sirs/Madam:

I enclose the original executed Articles of Incorporation for **FIFTY-FOUR FIFTY-FOUR CORP.**, together with one photocopy. I also enclose a check for \$122.50 for the following fees:

Filing Fees:	\$ 35.00
Certified Copies:	52.50
Registered Agent Designation:	35.00
TOTAL:	\$122.50

Please return a certified copy of the Articles of Incorporation for this corporation to the undersigned as soon as they are accepted for filing.

Very truly yours,

ROBERTA M. DEUTSCH
ROBERTA M. DEUTSCH

RMD/me
Enclosures

789,634,706,671
9/96 — 8260

D. BROWN APR 22 1996

Law Offices of
Wilkins and Deutsch
A Professional Association
370 Camino Gardens Blvd. • Suite 338
Boca Raton, Florida 33432
(407) 338-0951

Elizabeth A. Wilkins, Esq.
Admitted in Florida and Colorado
Certified Court Mediator

Roberta M. Deutsch, Esq.
Admitted in Florida

April 19, 1996

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Attention: Doris Brown
New Filings Document Specialist

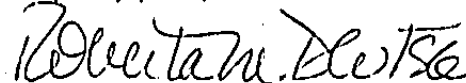
Re: Fifty-Four Fifty-Four Corp.

Dear Ms. Brown:

Pursuant to our telephone conversation this afternoon, I enclose an original and one (1) copy of the Articles of Incorporation on the above corporation, which have been revised to include the statement that the principal office of the business is the same as that of the initial registered office address.

Thank you for your assistance in this matter. Please expedite this filing, as best you can, as time is of the essence in proper formation of this corporation.

Very truly yours,



ROBERTA M. DEUTSCH

RMD/me
Enclosure



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 17, 1996

ROBERTA M. DEUTSCH
WILKINS AND DEUTSCH
370 CAMINO GDNS. BLVD., STE. 338
BOCA RATON, FL 33432

SUBJECT: FIFTY-FOUR FIFTY-FOUR CORP.
Ref. Number: W96000008260

We have received your document for FIFTY-FOUR FIFTY-FOUR CORP. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6972.

Doris Brown
Document Specialist

Letter Number: 896A00017886

ARTICLES OF INCORPORATION
OF
FIFTY-FOUR FIFTY-FOUR CORP.

FILED
SEP 11 1980
PM 1:05
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is FIFTY-FOUR FIFTY-FOUR CORP.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of filing these Articles with the Secretary of State of the State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any business which may lawfully be conducted.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of stock at One Dollar (\$1.00) per value common stock which shall be designated "Common Shares".

ARTICLE V - INITIAL BOARD OF DIRECTORS , REGISTERED AGENT & PRIN. ADD.

The street address of the initial registered office of this corporation is 4144 Northwest 53rd Street, Boca Raton, Florida 33496, and the name of the initial registered agent is Lenore Kaldor, 4144 Northwest 53rd Street, Boca Raton, Florida 33496. The principal office address of this corporation is the same as the initial registered office address. The initial director is LENORE KALDOR.

ARTICLE VI - INCORPORATOR

The corporation initially shall have one (1) director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time in accordance with the bylaws; however, there shall never be less than one director nor more than nine. The name and address of the initial Board of Directors of this corporation is:

Lenore Kaldor
4144 Northwest 53rd Street
Boca Raton, Florida 33496

ARTICLE VIII - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this provision.

ARTICLE IX - ACCEPTANCE BY REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


LENORE KALDOR

STATE OF FLORIDA :

SS:

COUNTY OF PALM BEACH :

BEFORE ME, the undersigned officer duly authorized in the State and County last aforesaid to administer oaths and take acknowledgments, personally appeared LENORE KALDOR, who, upon being duly sworn, deposes and says that she executed the foregoing Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and seal this 10th day of April, 1996.


NOTARY PUBLIC, State of Florida
[SEAL]



Frank R. Brady
MY COMMISSION # CC480386 EXPIRES
August 21, 1999
BONDED THRU TROY FARM INSURANCE, INC.

Produced ANY state driver license as identification

FILED
SS APR
P11 1:05
TALLAHASSEE, FLORIDA
STATE