

P96000042904

UNIVERSAL ADVANTAGE CORP.
19853 SEDGEFIELD TERRACE
BOCA RATON, FL 33498

FILED
MAY 13 PM 4:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 9, 1996

Secretary of State
Divisions of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Gentlemen:

On April 22, 1996, I forwarded to your office a check in the amount of \$35.00 to reserve the name listed below. I would now like to complete the incorporation process. Enclosed please find a check in the amount of \$78.50 to cover the cost of incorporating my business in the name of:

UNIVERSAL ADVANTAGE CORP.

I have enclosed the original and a copy of the articles of incorporation of the company. Please send the approved articles to the above address, when it is completed.

Thank you very much.

100001820571
-05/14/96--01084--006
*****78.50 *****78.50

Sincerely,

Michael L. Diamond
Michael L. Diamond
President
ENC: Two (2)

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KRA
5/20



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 26, 1996

MICHAEL L. DIAMOND
19553 SEDGEFIELD TERRACE
BOCA RATON, FL 33498

The name **UNIVERSAL ADVANTAGE CORP.** has been reserved for 120 days beginning April 26, 1996. The reservation number is R9600002135 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lantham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Marie Bartlett

Letter number: 796A00019919

**ARTICLES OF INCORPORATION
OF
UNIVERSAL ADVANTAGE CORP.**

**ARTICLE 1
NAME**

The name of this corporation shall be: **UNIVERSAL ADVANTAGE CORP.**

**ARTICLE 2
DURATION**

The duration of this corporation shall be perpetual.

**ARTICLE 3
PURPOSE**

The Corporation may engage in any activity or business permitted under the laws of the State of Florida.

**ARTICLE 4
CAPITAL STOCK**

The total number of shares which the corporation is authorized to issue is 500. Shares shall be of a single class and shall have a par value of \$1.00.

**ARTICLE 5
INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the initial principal office and mailing address of the corporation is:

**19553 Sedgefield Terrace
Boca Raton, FL 33498**

**ARTICLE 6
INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by the by-laws but shall never be less than one. The name of the initial director is:

MICHAEL L. DIAMOND

**ARTICLE 7
INCORPORATOR**

The name and address of the person signing these Articles is:

**MICHAEL L. DIAMOND
19553 Sedgefield Terrace
Boca Raton, FL 33498**

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TALLAHASSEE, FLORIDA**


ARTICLE 8
BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE 9
AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto and any right conferred upon the stockholders is subject to this reservation.

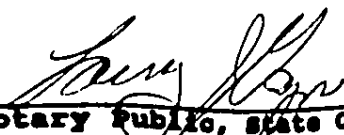
IN WITNESS WHEREOF, the undersigned has hereunto executed these Articles of Incorporation, this 9th day of MAY, 1996.


Michael L. Diamond

STATE OF FLORIDA)
COUNTY OF BROWARD) SS:

BEFORE ME, the undersigned authority, being known to me, personally appeared, Michael L. Diamond, after being first duly sworn, deposes and states that he signed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal of the State and County aforesaid, this 9th day of MAY, 1996.


Notary Public, State of Florida

My Commission Expires:



**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

**Certificate of Registered Agent
of**

UNIVERSAL ADVANTAGE CORP.

Pursuant to Florida Statute Sections 48.091 and 607.034, the following is submitted:

The above named corporation, desires to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

**19553 Sedgefield Terrace
Boca Raton, FL 33498**

has named Michael L. Diamond located at the aforesaid address, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.



Michael L. Diamond