

P 960000 45631

LAW OFFICES
SANDRA G. KRAWITZ, P.A.

ONE LINCOLN PLACE
190 ADEN ROAD, SUITE 157
BOCA RATON, FLORIDA 33431

MEMBER FLORIDA AND
WASHINGTON, D.C. BAR

TELEPHONE 407 393 5010
FACSIMILE 407 394 9000

RECEIVED
MAY 21 1996
SGK

May 16, 1996

Secretary of State
Bureau of Corporate Records
P.O. Box 6327
Tallahassee, Florida 32301

500001831145
-05/21/96--01015--000
****122.50 ****122.50

Re: "FALL FROM GRACE, INC."
Our File No: 5434-001

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is our check in the amount of \$122.50 to cover the charges for filing fees, certification and registered agent.

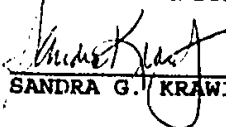
Please return a "true certified copy" of the Articles of Incorporation showing that they have been received and filed. We have enclosed a self-addressed, stamped envelope for your convenience in returning same.

Thank you for your cooperation.

Very truly yours,

SANDRA G. KRAWITZ, P.A.

BY:


SANDRA G. KRAWITZ

SGK/am
Enc.

5/30

**ARTICLES OF INCORPORATION
OF
FALL FROM GRACE, INC.**

RECEIVED
DIVISION OF REVENUE
MAY 21 1968

I (we), the undersigned, a natural person(s) competent to contract, do hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I
NAME OF CORPORATION**

The name of this Corporation shall be:

FALL FROM GRACE, INC.

**ARTICLE II
GENERAL NATURE OF BUSINESS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE III
CAPITAL STOCK**

The total authorized capital stock of this Corporation is 100 shares of Common Stock, par value \$1.00 per share. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

**ARTICLE IV
TERM OF EXISTENCE**

The Corporation shall exist perpetually.

**ARTICLE V
ADDRESS OF PRINCIPAL OFFICE IN THIS STATE**

The initial street address of the principal office of this Corporation in the State of Florida is 500 Via de Palmas #79, Boca Raton, FL 33432. The Board of Directors may from time to time move the principal office to another address in Florida.

ARTICLE VI
INCORPORATOR

The name and street address of the Incorporator of these articles is:

CHRISTOPHER CHANCE
500 Via de Palmas #79, Boca Raton, FL 33432

ARTICLE VII
DIRECTORS

The initial Board of Directors shall consist of one person. The names and addresses of the persons who will serve on the initial board of directors are as follows:

CHRISTOPHER CHANCE
500 Via de Palmas #79, Boca Raton, FL 33432

ARTICLE VIII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 500 Via de Palmas #79, Boca Raton, FL 33432, and the name of the initial registered agent of the Corporation at that address is CHRISTOPHER CHANCE.

ARTICLE IX
COMMENCEMENT OF CORPORATE EXISTENCE

Pursuant to Section 607.0203, Florida Statutes, this Corporation shall commence its corporate existence upon filing.

CS. Chance
CHRISTOPHER CHANCE

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, appeared CHRISTOPHER CHANCE, who is personally known to me, and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 16 day of May, 1996.

My Commission Expires:

[Signature]
NOTARY PUBLIC, State of Florida



**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

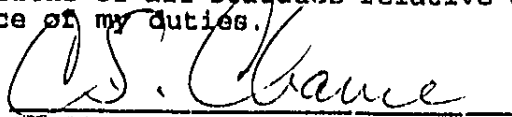
96 MAY 21 11:06 AM
CLERK OF DISTRICT COURT
JUDICIAL CIRCUIT IN AND FOR
THE SEVENTH JUDICIAL CIRCUIT
IN FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following
is submitted in compliance with said Act:

That CHRISTOPHER CHANCE, desiring to organize under the
laws of the State of Florida, with its Registered Office as
indicated in the Articles of Incorporation at 500 Via de Palmas
#79, Boca Raton, FL 33432, with CHRISTOPHER CHANCE as its
Registered Agent, to accept service of process within this state,
at that address.

ACKNOWLEDGEMENT

Having been named to accept service of process for the
above-stated corporation at the place designated in this
Certificate, I hereby agree to act in this capacity, and I further
agree to comply with the provisions of all statutes relative to the
proper and complete performance of my duties.


CHRISTOPHER CHANCE

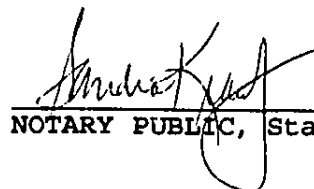
STATE OF FLORIDA

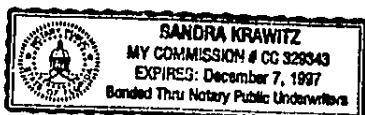
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, a Notary
Public duly authorized in the State and County named above to take
acknowledgements, appeared CHRISTOPHER CHANCE, to me personally
known to be the person described as Registered Agent.

WITNESS my hand and official seal in the County and State
last aforesaid this 16 day of May, 1996.

My Commission Expires:


NOTARY PUBLIC, State of Florida



P96000045631

LAW OFFICES
SANDRA G. KRAWITZ, P.A.

ONE LINCOLN PLACE
1900 GLADES ROAD, SUITE 357
BOCA RATON, FLORIDA 33431

MEMBER FLORIDA AND
WASHINGTON, D.C. BAR

TELEPHONE 407 393 8010
FACSIMILE 407 394 3009

August 7, 1996

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

RE: Fall From Grace, Inc. / change of corporate address

Dear Sir or Madam : P96 45631

This letter is to inform you that the Florida Corporation known as Fall From Grace, Inc. wishes to change its corporate address from 500 Via de Palmas #79, Boca Raton, Florida 33432, to Fall From Grace, Inc., c/o Sandra G. Krawitz, Esq., 1900 Glades Road, Suite 357, Boca Raton, Florida 33431.

Please inform my office as to the confirmation of this change of address. Thank you for your time in this matter.

Please do not hesitate to contact my office if you have any questions in this regard.

Very truly yours,

SANDRA G. KRAWITZ, P.A.

BY:

Melissa Jacobs
MELISSA JACOBS, LAW CLERK
FOR SANDRA G. KRAWITZ, P.A.

/mj
cc: Christopher Chance

UPD 8/9/96
Krawitz