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FILED

96 JUN -7 PM 12:16

NORMAN D. ZIMMERMAN, STEPHEN L. ZIMMERMAN, LAWRENCE G. MICELI
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 3, 1996

Secretary of State
The Capitol
Tallahassee, Fla. 32301

Re. PRANCING, INC.

100001856151
-06/07/96--01079--003
*****70.00 *****70.00

Dear Sir:

I enclose herewith an original and one copy of the Articles of Incorporation of the above referenced corporation, together with a resident agent's certificate.

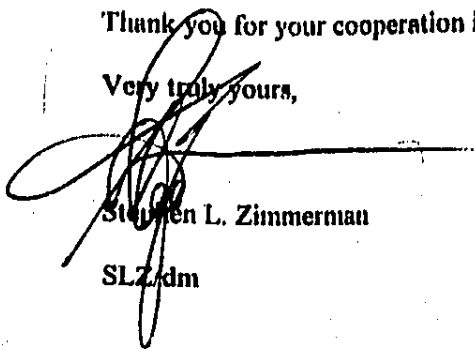
I also enclose my trust account check in the sum of \$70.00 to cover the following incorporation fees:

Filing Fee.....	\$35.00
Certificate of Res Agent.....	\$35.00

Please return a stamped copy.

Thank you for your cooperation in this matter, I am

Very truly yours,



Stephen L. Zimmerman

SLZ/dm

P # 6/12/96

**ARTICLES OF INCORPORATION
OF
PRANCING, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
CORPORATE NAME AND ADDRESS

The name of the Corporation shall be:

PRANCING, INC.

The address of the Corporation shall be:

**10811 Bexley Blvd.
Boca Raton, FL 33428**

ARTICLE II
NATURE OF CORPORATE BUSINESS

The Corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III
CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
100	\$1.00	Common

ARTICLE IV

PREEMPTIVE RIGHTS

Each Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as to that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

INITIAL REGISTERED AGENT

AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida are:

INITIAL REGISTERED AGENT: Patricia S. Pescatore
INITIAL REGISTERED OFFICE: 10811 Bexley Blvd.
Boca Raton, FL 33428

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have 1 Director(s) initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the Director of this Corporation is:

NAME	ADDRESS
Patricia S. Pescatore	10811 Bexley Blvd. Boca Raton, FL 33428

ARTICLE VII

INCORPORATOR

The name and address of each incorporator executing these Articles of incorporation is:

NAME	ADDRESS
Patricia S. Pescatore	10811 Bexley Blvd.

Boca Raton, FL 33428

ARTICLE VIII

BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX

INDEMNIFICATION

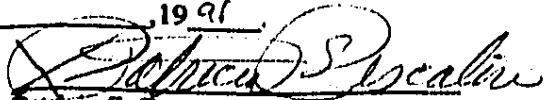
The Corporation shall indemnify any Officer or Director or any former Officer or Director to the fullest extent permitted by law.

ARTICLE X

AMENDMENTS

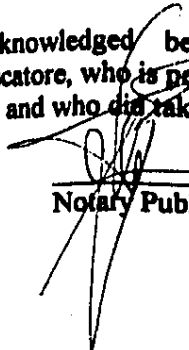
The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation this 6 day of June, 1996.


Patricia S. Pescatore
Incorporator

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 6 day of June, 1996, by Patricia S. Pescatore, who is personally known to me or who has produced _____ as identification and who did take an oath.



Notary Public

My commission expires:

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

FILED

Pursuant to Fla. Stat. sec. 48.091, the following is submitted:

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PRANCING, INC., desiring to organize under the laws of the State of Florida, **SECRETARY OF STATE**
office, as indicated in the Articles of Incorporation in the city of Boca Raton, county of Palm Beach, **TAMU HASSEN**
State of Florida, has named Patricia S. Pescatore, located in the city of Boca Raton, county of Palm
Beach, state of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGED: (Must be signed by designated agent)

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

By: 
Patricia S. Pescatore
Resident Agent