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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

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FROM: FILINGS, INC.

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CONTACT: TERESA ROMAN PHONE: (904)385-6735
(904)385-6761

FAX #:

NAME: HALO ENTERPRISES, INC. AUDIT NUMBER.....H96000012374 DOC
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0
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**ARTICLES OF INCORPORATION
OF
HALO ENTERPRISES, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: NAME

The name of the corporation shall be: Halo Enterprises, Inc.

ARTICLE II: DURATION

This Corporation shall exist perpetually unless sooner dissolved according to law, commencing on the date and time of filing of the Articles of Incorporation by the Department of State.

ARTICLE III: CAPITAL STOCK

This Corporation is authorized to issue One Hundred [100] shares of common stock having a par value of \$1.00 per share.

ARTICLE IV: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 614 Southwest 18th Court, Ft. Lauderdale, Florida 33315.

ARTICLE V: INITIAL REGISTERED AGENT

The name and street address of the initial registered agent is: Camille L. Wornop, Esq., 305 South Andrews Avenue, Suite 720, Ft. Lauderdale, Florida 33301.

prepared by: Camille L. Wornop, Esq., 305 South Andrews Avenue, Suite 720, Ft. Lauderdale, Florida 33301, (954) 525-3463, bar # 985902.

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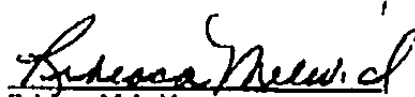
ARTICLE VI INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: Rebecca Melwid, 614 Southwest 18th Court, Ft. Lauderdale, FL 33315.

ARTICLE VII AMENDMENT OF ARTICLES

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, any amendment hereto, and any rights conferred upon the shareholders is subject to this reservation, at any time in a manner now or subsequently permitted by statute.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 5 day of September, 1996


Rebecca Melwid
Incorporator

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: HALO ENTERPRISES, INC.

2. The name and address of the registered agent and office is:

Camille L. Worsnop, Esq.
305 South Andrews Avenue
Suite 720
Ft. Lauderdale, Florida 33301

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Camille L. Worsnop, Esq.

9/5/86
(Date)

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LAW OFFICES
CAMILLE L. WORSNOP, P.A.
SUITE 720
305 SOUTH ANDREWS AVENUE
FORT LAUDERDALE, FLORIDA 33301

CAMILLE L. WORSNOP, P.A., D. LL.M.

TELEPHONE (305) 525-3463
FACSIMILE (305) 525-2061

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June 23, 1997

Sandra B. Mortham
Secretary of State
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Resignation of registered agent for Halo Enterprises, Inc.

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*****87.50 *****87.50

Dear Secretary:

Enclosed please find my resignation of registered agent for myself and this office concerning Halo Enterprises, Inc. Also enclosed is a check for the filing fee in amount of \$87.50.

Please file the enclosed document at your earliest convenience. Thank you for your prompt attention in this matter.

Camille L. Worsnop, Esq.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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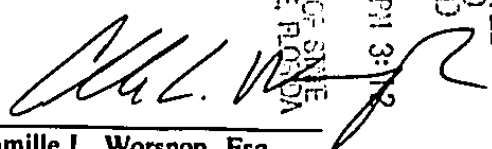
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RM/RW

RESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of sections, 607.0502(2), 617.0502(2), 607.1509, or 617.1509, Florida Statutes, the undersigned, Camille L. Worsnop, Esq. hereby resigns as Registered Agent for Halo Enterprises, Inc.

A copy of this resignation was mailed to the above listed corporation at its last known address, that being, 614 S.W. 18th Court, Ft. Lauderdale, FL 33315. The agency is terminated and the office discontinued on the 31st day after the date on which this statement is filed.

Dated this 23rd day of June, 1997.


Camille L. Worsnop, Esq.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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