

CORPORATION OUTFIT

SECOND CERTIFICATE
TALLAHASSEE, FLORIDA

M. BURR KEIM COMPANY

105 NORTH WATTS STREET
PHILADELPHIA, PA 19107-1883

(215) 583-8113
(FAX) (215) 077-9386

1-800-533-8113 December 16, 1996

EXPEDITED SERVICES

Office of the Secretary of State
409 East Gaines Street
Tallahassee, FL 32301

100002035401--4

-12/20/96--01094--019

*****78.75 *****78.75

RE: L & W PROMOTIONS, INC.

Ladies/Gentlemen:

Enclosed are Articles of Incorporation, Certificate of Designation Registered Agent/Office and our check in the amount of \$78.75 to cover the filing fee for the above proposed corporation.

PLEASE NOTE THE EFFECTIVE DATE OF FILING SHALL BE JANUARY 1, 1997


Please expedite the filing and return the Certificate of Status to us as soon as possible.

Very truly yours,

M. BURR KEIM COMPANY


Robert Worthington

RW:sl
Enclosure


12/27

FILED
96 DEC 20 AM 9:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
L & W PROMOTIONS, INC.

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

ARTICLE I NAME

The name of the corporation shall be:

L & W PROMOTIONS, INC.

ARTICLE II PRINCIPAL OFFICE

The mailing address of this corporation shall be :

1443 Sussex Drive, North Lauderdale, FL 33068

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One thousand (1,000) Shares Without par value

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is

Alan Weisel 1443 Sussex Drive, North Lauderdale, FL 33068

ARTICLE V INITIAL DIRECTOR

The names and addresses of the initial directors are:

Alan Weisel 1443 Sussex Drive, North Lauderdale, FL 33068
Martin Lunin 1002 SW 1st, Boca Raton, FL 33486

ARTICLE VI EFFECTIVE DATE

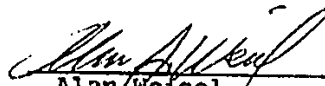
The effective date of filing shall be January 1, 1997.

ARTICLE VI INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Alan Weisel 1443 Sussex Drive, North Lauderdale, FL 33068

The undersigned has executed these Articles of Incorporation
this 3rd day of December, 1996


Alan Weisel
Incorporator

SECRETARY OF STATE
TALLAHASSEE FLORIDA

96 DEC 20 AM 9:12

FILED

EFFECTIVE DATE
1-1-97

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, 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: L & W PROMOTIONS, INC.
2. The name and address of the registered agent and office is:
Alan Weisel 1443 Sussex Drive, North Lauderdale, FL 33068

Signature

Alan Weisel
Alan Weisel

Title: Incorporator

Date: December 3, 1996

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.

Signature

Alan Weisel
Alan Weisel

Date: December 3, 1996