

December 5, 1996

Michael J. LOftus
1686 Jewel Box Ave.
Naples Fla. 34102

PH7000010014

Division of Corporation
P.O. Box 6327
Tallahassee Fla. 32314

10000206971-6
-01/28/97-01062-016
***122.50 ***122.50

Re: Incorporation of new Business

Dear Sir:

Enclosed are (1) Articles of Incorporations,
(2) Certificates Designating Place of Business, and
(3) Check in payment of Incorporation fees.

70.00 Fees.

52.50 For certified copy of Articles.

122.50 Total

Please return certified copy of Articles of Incorporation
to our offices as indicated above.

Sincerely,

[Signature]
1/27

RECEIVED
DIVISION OF STATE
TALLAHASSEE, FLORIDA

97 JAN 27 PM 3:26

FBI

CERTIFICATE OF INCORPORATION
OF

ARTICLE I

The name of this corporation shall be:

By Design Development Inc.

ARTICLE II

The corporation may engage in any activity or business and perform all of the powers and privileges granted corporations under the laws of the State of Florida and the United States of America.

ARTICLE III

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time shall be ONE THOUSAND (1,000) shares with a par value of FIVE DOLLARS (\$5.00) and shall be classified as follows:

Series A	Voting	(X) 1,000 shares
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ARTICLE IV

This corporation shall begin business with a capital of not less than ONE THOUSAND DOLLARS (\$1,000.00).

ARTICLE V

This corporation shall exist perpetually.

FILED
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CLERK OF DISTRICT COURT
JAN 27 1997
TALLAHASSEE, FLORIDA

ARTICLE VI

The name and address of the corporation's initial registered agent

is: Michael J. Loftus
1686 Jewel Box Ave.
Naples Fla. 34102
ARTICLE VII

The principal place of business of this corporation shall be located

at: Michael J. Loftus
1686 Jewel Box Ave.
Naples Fla. 34102

and may have such other places of business within and without the State of Florida, or in foreign countries as may be necessary or convenient, and as may be determined by the Board of Directors of this corporation.

ARTICLE VIII

This is a close corporation as contemplated by Florida Statute 607. The corporation will have no directors and business shall be conducted by the shareholders of this corporation.

ARTICLE IX

The names and post office addresses of the President, Vice President and Secretary and Treasurer, who shall hold office for the first year of existence of the corporation, or until their successors are elected pursuant to the corporate By-Laws are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Michael J. Loftus	President	1686 Jewel Box Av Naples Fla. 34102

ARTICLE X

The name and address of the subscriber of this Certificate of
Incorporation is as follows: Michael J. Loftus
1686 Jewel Box Ave.
Naples Fla. 34102

I, the undersigned, being the original subscriber and incorporator
of the foregoing corporation, do hereby certify that the foregoing
constitutes the charter of the above corporation.

Witness my hand and seal this 5 day of December 1996

Michael J. Loftus

STATE OF FLORIDA
COUNTY OF COLLIER

BEFORE ME, the undersigned Notary Public, personally appeared
Michael J. Loftus to me known to be the person described in and who
executed and subscribed to the foregoing Articles of Incorporation,
and he acknowledged before me that he executed and subscribed to the
same for the purposes therein expressed.

DATED: 12/5/96

Marylee Davidsen
Notary Public

My Commission Expires:



MARYLEE DAVIDSEN
My Commission CC582410
Expires Aug. 18, 1998

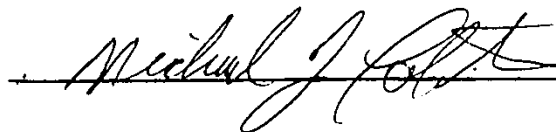
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48-091, Florida Statutes, the following is
submitted, in compliance with said Act.

FIRST: That By Design Development desiring to organize under the
Inc.
Laws of the State of Florida with its principal place of business, as
indicated in the Articles of Incorporation at Naples, Collier County,
State of Florida, has named Michael J. Loftus
1686 Jewel Box Ave. Naples, Florida, as its agent to accept service
of process within this State.

ACKNOWLEDGMENT:

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


Michael J. Loftus

FILED
97 JAN 27 PM 3:24
CLERK OF DISTRICT COURT
NAPLES, FLORIDA