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KRAMER, GREEN, ZUCKERMAN & KAHN, P.A.

FAX NO. 305 981-1605

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: KRAMER, GREEN, ZUCKERMAN & KAHN, P.A.

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NAME: PERFECTLY CONTENT, INC.

AUDIT NUMBER.....H97000002528

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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nc 2/12/97

ARTICLES OF INCORPORATION
OF
PERFECTLY CONTENT, INC.

FILED
97 FEB 12 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, for the purpose of forming a corporation for profit, pursuant to the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is PERFECTLY CONTENT, INC.

ARTICLE II

MAILING ADDRESS

The mailing address of this corporation is 1043 Southeast 6th Avenue, Dania, Florida 33004.

ARTICLE III

DURATION

This corporation shall have perpetual existence commencing on the date of filing of the Articles of Incorporation with the Department of State.

ARTICLE IV

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

Prepared by: Mitchell F. Green, Esq., Bar No. 358789
KRAMER, GREEN, ZUCKERMAN & KAHN, P.A.
4000 Hollywood Boulevard, Suite 485 South
Hollywood, FL 33021
Phone: (954)966-2112

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue seven thousand five hundred (7,500) shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares."

ARTICLE VI

VOTING RIGHTS

Each share of common stock of this corporation shall entitle the holder of record thereof to one (1) vote upon each proposal presented at lawful meetings of the stockholders.

ARTICLE VII

PREEMPTIVE RIGHTS

There shall be no preemptive rights in any stock herein issued or hereafter issued.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 4000 Hollywood Blvd., Suite 485 South, Hollywood, Florida, 33021, and the name of the initial registered agent of this corporation at that address is Mitchell F. Green.

ARTICLE IX

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but never less than one (1). The name and address of the initial director of this corporation is Bradley Kantor, 1043 Southeast 6th Avenue, Dania, Florida, 33004.

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ARTICLE X

INCORPORATOR

The name and address of the Incorporator is Bradley Kantor 1043 Southeast 6th Avenue, Dania, Florida, 33004.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation on this 11th day of February, 1997.


Bradley Kantor
Initial Director/Incorporator

B97000002528

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

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

FIRST - - That PERFECTLY CONTENT, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1043 Southeast 6th Avenue, City of Dania, State of Florida, has named Mitchell F. Green, located at 4000 Hollywood Blvd., Suite 485 South, City of Hollywood, State of Florida, as its agent to accept service of process within the State of Florida.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIGNATURE: Bradley Kantor

Bradley Kantor

TITLE: Incorporator

DATE: 2/11/97

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.

SIGNATURE: Mitchell F. GreenMitchell F. Green
Registered AgentDATE: 2/11/97