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ACCOUNT NO. : 072100000032

REFERENCE : 262212 162543A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 17, 1997

ORDER TIME : 9:21 AM

ORDER NO. : 262212-005

CUSTOMER NO: 162543A

CUSTOMER: John Herrera, Esq
JOHN HERRERA, ESQ

Suite 103
17 Royal Palm Way
Boca Raton, FL 33432

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-02/17/97--01049--023
*****70.00 *****70.00

DOMESTIC FILING

NAME: REPLICA KEY CHAINS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

FILED
97 FEB 17 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
97 FEB 17 AM 10:46
DIVISION OF CORPORATION

14
2-17-97

ARTICLES OF INCORPORATION
OF
REPLICA KEY CHAINS, INC.

The undersigned, desiring to form a corporation for the purpose hereinafter stated, under and pursuant to the laws of the State of Florida, does hereby declare as follows:

ARTICLE I
NAME

The name of the corporation shall be **REPLICA KEY CHAINS, INC.**

ARTICLE II
BUSINESS AND PURPOSE

The nature of the business which may be transacted by the corporation is as follows:

This corporation may engage in any activity or business permitted under the laws of the State of Florida, and shall enjoy all the rights and privileges of a corporation granted by the laws of the State of Florida.

ARTICLE III
STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be Ten Thousand (10,000) shares of common stock, and shall be \$.01 par value per share. The capital stock may be paid for in property, labor or services at a just valuation, to be fixed by the incorporators or by the directors at a meeting called for such purpose, or at the organization meeting. Property, labor or services may be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the directors of the corporation. Stock in other corporations or going businesses may be purchased by the corporation, in return for the issuance of its capital stock, and said purchases shall be on such basis and for such consideration as the issuance of so much of the capital stock as the directors of the company may decide.

ARTICLE IV
AMENDMENTS TO ARTICLES & BYLAWS

Any amendments to the corporation's Articles of Incorporation or Bylaws shall be approved by at least a two-thirds (66.66%) vote of the corporation's shares of outstanding voting common stock.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
TERMS OF EXISTENCE

This corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE VI
PRINCIPAL OFFICE

The principal office or place of business of the corporation shall be located at 17 Royal Palm Way, Suite 103, Boca Raton, Florida 33432, with privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE VII
REGISTERED OFFICE AND REGISTERED AGENT

The Registered Agent of this corporation shall be JOHN A. HERRERA, a resident of Florida, and the Registered Office of the corporation shall be 17 Royal Palm Way, Suite 103, Boca Raton, Florida, 33432.

ARTICLE VIII
BOARD OF DIRECTORS

The affairs of the corporation shall be conducted by a board of not less than one (1) and not more than three (3) directors.

ARTICLE IX
INITIAL DIRECTORS

The name and address of the first Board of Directors, who, subject to the provisions of these Articles of Incorporation, shall hold office for the first year of the corporation's existence, or until their successors are elected and shall have qualified, are the following:

<u>NAME</u>	<u>ADDRESS</u>
John A. Herrera	17 Royal Palm Way, Suite 103 , Boca Raton, Florida 33432

ARTICLE X
MANAGEMENT

The corporation shall be managed by the Board of Directors, which shall exercise all powers conferred under the laws of the State of Florida.

ARTICLE XI
TRANSACTIONS WITH RELATED PARTIES

No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest, or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose, if:

A. The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose, without counting the votes or consents of such interested directors; or

B. The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote, and they authorize, approve or ratify such contract or transaction by vote or written consent; or

C. The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the Board, a committee, or the shareholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors as a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE XII
INCORPORATOR

The name and address of the incorporator is **JOHN A. HERRERA**, having his principal place of business located at 17 Royal Palm Way, Suite 103, Boca Raton, Florida, 33432.


ARTICLE XIII
COMMENCEMENT OF EXISTENCE

This corporation shall commence its existence on the date of filing of the Articles of Incorporation.

ARTICLE XIV
INDEMNIFICATION OF OFFICERS AND DIRECTORS

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law, either now or hereafter.

IN WITNESS WHEREOF, I have made, subscribed and acknowledged these Articles of Incorporation, this 14th day of February, 1997.


John A. Herrera
Incorporator

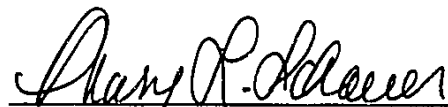
STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 14th day of February, 1997, **JOHN A. HERRERA**, who is either personally known to me or has produced the identification described below.

Commission Expires:



MARY L. SCHAUER
MY COMMISSION # CG272755 EXPIRES
March 30, 1997
BONDED THRU TROY FARM INSURANCE, INC.

 My
NOTARY PUBLIC [SEAL]
Print name: MARY L. SCHAUER

N/A
Identification (Type N/A if personally known)

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of §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 **REPLICA KEY CHAINS, INC.**
2. The name and address of the registered agent and office is:

John A. Herrera

17 Royal Palm Way, Suite 103

Boca Raton, Florida 33432

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


John A. Herrera, Incorporator

DATE: 2/14/97

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.


John A. Herrera

DATE: 2/14/97