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NASON, YEAGER, GERSON, WHITE & LIOCE, P.A.  
ATTORNEYS AT LAW

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UNITED NATIONAL BANK TOWER  
1645 PALM BEACH LAKES BOULEVARD

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SUITE 1200  
WEST PALM BEACH, FLORIDA 33409

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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April 4, 1997

**VIA FEDERAL EXPRESS**

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: HIGH, WIDE & HANDSON, INC.  
File No. 5189/11010

Dear Sir or Madam:

Enclosed herewith for filing is the original Articles of Incorporation and Acceptance of Registered Agent for the above referenced corporation, together with a check payable to the "Secretary of State" in the amount of \$122.50 in payment of the following:

|                             |          |
|-----------------------------|----------|
| Filing Fee                  | \$ 52.50 |
| Certified Copy              | 35.00    |
| Registered Agent Filing Fee | 35.00    |
| Total                       | \$122.50 |

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\*\*\*\*122.50 \*\*\*\*122.50

Should you have any questions regarding the filing of this document, please do not hesitate to contact me directly at (561) 471-3520.

Very truly yours,

NASON, YEAGER, GERSON, WHITE & LIOCE,  
P.A.

*Georgina J. Popham*  
Georgina J. Popham  
Legal Assistant

Enclosures: Check  
Articles

HA5189\11010\LSOSART.HIGHWIDE.GJP.doc

PH  
4/9/97

**ARTICLES OF INCORPORATION**  
**OF**  
**HIGH, WIDE & HANDSON, INC.**

FILED  
97 APR -8 AM 9: 25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of this Corporation shall be:

High, Wide & Handson, Inc.

**ARTICLE II**

**ADDRESS**

The mailing address of the corporation is:

710 Executive Center Drive  
Apartment #3-111  
West Palm Beach, Florida 33401

**ARTICLE III**

**AUTHORIZED SHARES**

The Corporation shall be authorized to create and issue 7,500 shares of Common Stock at \$.01 par value.

**ARTICLE IV**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation in the State of Florida shall be:

1645 Palm Beach Lakes Boulevard  
Suite 1200  
West Palm Beach, Florida 33401

The name of the initial registered agent of this Corporation at that address shall be:

Jeffrey B. Kahn

ARTICLE V

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of directors of the corporation shall be established and regulated by the Bylaws.

ARTICLE VI

INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation are as follows:

| <u>Name</u>     | <u>Street Address</u>   |
|-----------------|---|
| Jeffrey B. Kahn | 1645 Palm Beach Lakes Boulevard<br>Suite 1200<br>West Palm Beach, Florida 33401 |

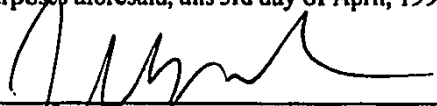
ARTICLE VII

DIRECTORS

The name and address of the individual who is to serve as the initial director of this Corporation is:

| <u>Name</u>   | <u>Street Address</u>  |
|---------------|--|
| Shawn Megehan | 710 Executive Center Drive<br>Apartment #3-111<br>West Palm Beach, Florida 33401 |

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at West Palm Beach, Florida, for the uses and purposes aforesaid, this 3rd day of April, 1997.

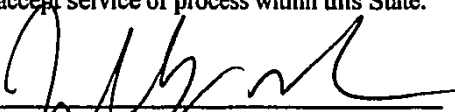
  
\_\_\_\_\_  
Jeffrey B. Kahn, Incorporator

DESIGNATION AND ACCEPTANCE


OF

REGISTERED AGENT

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, High, Wide & Handsome, Inc. having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 1645 Palm Beach Lakes Boulevard, Suite 1200, West Palm Beach, Florida 33401, has named Jeffrey B. Kahn located thereat as its registered agent to accept service of process within this State.

By:   
\_\_\_\_\_  
Jeffrey B. Kahn, Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby consent to and accept the appointment to act in this capacity, acknowledge that I am familiar with and accept the obligations of a registered agent and agree to comply with the laws of Florida applicable thereto.

By:   
\_\_\_\_\_  
Jeffrey B. Kahn, Registered Agent

FILED  
97 APR -8 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA