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GARY R. SHENDELL

April 17, 1997

Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

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-04/21/97--01121--003
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Re: Underground Life, inc.
Our File: 97-7318

Dear Sir or Madam:

Enclosed is an original and one signed copy of the Articles of Incorporation of Underground Life, Inc., including Acceptance of Registered Agent. We have also enclosed a check in the amount of \$122.50 for the filing and certified copy fees.

Please process this and return the certified copy of the Articles of Incorporation to our office.

Thank you for your assistance. If you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,


Lawrence A. Silverman

LAS/sle
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 21 AM 9:05

See 4/22

ARTICLES OF INCORPORATION
OF
UNDERGROUND LIFE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 21 AM 9:05

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:

UNDERGROUND LIFE, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**2304 W. 23rd St.
Riviera Beach, FL 33404**

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is **100** (100) shares. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

**NORMAN E. TAPLIN
515 N. FLAGLER DRIVE, SUITE 1600
WEST PALM BEACH, FL 33401**

ARTICLE V - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is set forth at the end of these Articles.

ARTICLE VI - NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE VII - TERM EXISTENCE

This corporation is to exist perpetually.

ARTICLE VIII - PREEMPTIVE RIGHTS

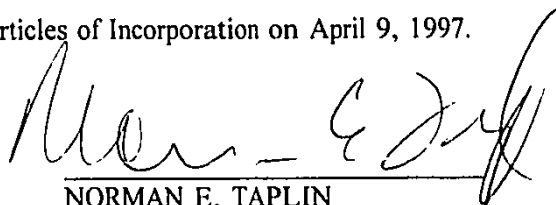
Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE IX - DIRECTORS

The name(s) and address(es) of the initial director(s) of this corporation is(are):

MADSEN CAUDIO
2304 W. 23rd St.
Riviera Beach, FL 33404

The undersigned has executed these Articles of Incorporation on April 9, 1997.


NORMAN E. TAPLIN
515 N. FLAGLER DR., SUITE 1600
W. PALM BEACH, FL 33401

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process at for the above stated corporation at the place designated in these Articles of Incorporation, 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.

DATED April 9, 1997.



NORMAN E. TAPLIN
515 N. FLAGLER DR., SUITE 1600
W. PALM BEACH, FL 33401

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