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April 25 1997

Secretary of State  
Corporate Division  
P.O. Box 6327  
Tallahassee, Fla. 32301

RE: IDLER, INC.

Please note the date of incorporation is 4/25/97

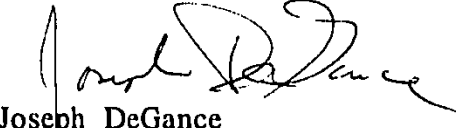
Dear Sir:

Enclosed herewith may be found the original and one copy of the Articles of Incorporation on the above referenced corporation together with my trust account check in the amount of \$122.50 to cover the costs of the following:

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

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

Thank you,

  
Joseph DeGance

JD:jd  
Enc.

CP 4/29/97

EFFECTIVE DATE

4/25/97

FILED  
STATE  
INCORPORATIONS

97 APR 22 PM 12:33

**ARTICLES OF INCORPORATION  
OF  
IDLER, INC.**

**ARTICLE I  
NAME**

The name of the corporation is: IDLER, INC. at 2985 North Ocean Blvd., Ft. Lauderdale, Florida 33308.

**ARTICLE II  
DURATION**

This corporation shall have perpetual existence.

**ARTICLE III  
PURPOSE**

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

**ARTICLE IV  
CAPITAL STOCK**

This corporation is authorized to issue Five Thousand shares of One Dollar par value common stock, which shall be designated "Common Shares".

**SECTION 2. VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

**ARTICLE V  
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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI  
INITIAL REGISTERED OFFICERS AND AGENT

The street address of the initial registered offices of this corporation is 3471 N. Federal Hwy., Suite 601, Ft. Lauderdale, Florida 33306 and the name of the initial registered agent of this corporation at that address is JOSEPH DeGANCE.

ARTICLE VII  
INITIAL BOARD OF DIRECTORS

This corporation shall have 1 director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than 1. The names and addresses of the initial directors of this corporation are:

MARK IDLER  
2985 N. Ocean Blvd.  
Ft. Lauderdale, Fla. 33308

ARTICLE VIII  
INCORPORATORS

The names and addresses of the persons signing these articles are:

MARK IDLER  
2985 N. Ocean Blvd.  
Ft. Lauderdale, Fla. 33308

ARTICLE IX  
POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X  
MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XI  
ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XII  
INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII  
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders subject to this reservation.

ARTICLE XIV  
BEGINNING OF CORPORATE EXISTENCE

**The date when corporate existence shall begin this date April 25, 1997.**

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 25th day of April, 1997.

  
\_\_\_\_\_  
SUBSCRIBER

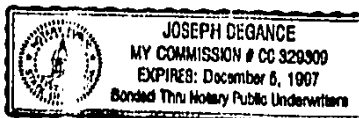
STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared MARK IDLER, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation, and did take an oath. He produced a Florida Driver's License as identification.

IN WITNESS WHEREOF, I have hereunto set my hands and affixed our official seals, in the State and County aforesaid, this 25th day of April, 1997.

  
\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires:



97/12/20 11:13:00

**DESIGNATION OF RESIDENT AGENT**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

FIRST: That IDLER, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at the City of Ft. Lauderdale, County of Broward, State of Florida, has named: JOSEPH DeGANCE , as its agent to accept service of process within this state.

**ACKNOWLEDGMENT**

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

  
JOSEPH DeGANCE