

Berger  
Davis &  
Singerman  
Professional Association

100 N E Third Avenue Suite 400  
Fort Lauderdale, Florida 33301  
Phone 954 525 9900  
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P97000K39110

April 30, 1997

VIA UPS

Ms. Elizabeth Moss  
Berger Davis & Singerman  
215 S. Monroe Street, #705  
Tallahassee, Florida 32301

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Daystarter Florida, Inc.  
Our File No. 4438.001

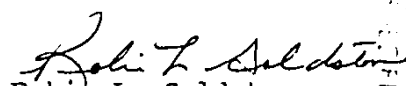
Dear Elizabeth:

Enclosed is a letter to the Department of State, original documents referenced therein and a filing fee check for the above-referenced corporation. Please file same upon receipt in accordance with the enclosed transmittal letter and return a filed stamped copy via facsimile and regular mail.

Thanks for your assistance in this matter.

Sincerely,

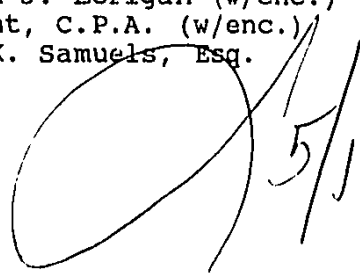
BERGER DAVIS & SINGERMANN

  
Robin L. Goldston  
Legal Assistant

97 MAY -1 PM 3:17  
FBI  
TALLAHASSEE

Encs.

cc: Mr. Keith J. Lorigan (w/enc.)  
John Brunt, C.P.A. (w/enc.)  
Leonard K. Samuels, Esq.



ARTICLES OF INCORPORATION  
OF  
DAYSTARTER FLORIDA, INC.  
A FLORIDA CORPORATION

FILED  
97 MAY -1 PM 3:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a Florida corporation ("Corporation") under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is Daystarter Florida, Inc.

ARTICLE II

ADDRESS

The mailing address of the Corporation is:

7040 W. Palmetto Park Road, #4-110  
Boca Raton, Florida 33433

ARTICLE III

COMMENCEMENT OF CORPORATE EXISTENCE

The corporate existence shall begin on the date these Articles of Incorporation are filed with the Department of State.

ARTICLE IV

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE V

CAPITAL STOCK

The Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of Common Stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 100 N.E. 3rd Avenue, #400, Fort Lauderdale, Florida, 33301, and the name of the initial Registered Agent of the Corporation at that address is Leonard K. Samuels.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the first annual meeting of shareholders and his successors shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
KEITH J. LORIGAN	7040 W. Palmetto Park Road Suite 4-110 Boca Raton, FL 33433

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles are as follows:

Name  
LEONARD K. SAMUELS


Address  
100 N.E. 3rd Avenue, #400  
Fort Lauderdale, FL 33301

ARTICLE IX

AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 30th day of April, 1997.

  
\_\_\_\_\_  
LEONARD K. SAMUELS  
Incorporator

STATE OF FLORIDA            )  
                                  ) ss:  
COUNTY OF BROWARD        )

Sworn to and subscribed before me this 30th day of April,  
1997, by LEONARD K. SAMUELS.

(X ) Personally known to me; or

(    ) Produced Identification; Type of Identification produced  
\_\_\_\_\_.

NOTARY PUBLIC:

Sign: *Robin L. Goldston*  
Print Name: Robin L. Goldston  
Commission No.: CC579802  
My Commission Expires: 12/26/00



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of DAYSTARTER FLORIDA, INC., as made in the foregoing Articles of Incorporation, and agree to act in such 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 the initial Registered Agent of DAYSTARTER FLORIDA, INC.

Date: April 30, 1997

*Leonard K. Samuels*  
LEONARD K. SAMUELS  
Initial Registered Agent

97 MAY -1 PM 3:  
TALLAHASSEE FLOR  
SECRETARY OF STA