

5140 S. W. 40 AVENUE
APT. 26 C
FT. LAUDERDALE, FL 33314
(954) 961-4484

May 1997

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

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****122.50 ****122.50

RE: LALLY, INC.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named Corporation.

Very truly yours,


Fred J. Keller

LALLY, INC.

-----Mailing Address of Corporation-----

5140 S. W. 40 Avenue

UNIT 26 C

Ft. Lauderdale, FL 33314

-----PHONE-----

(954)-961-4484

FILED
97 MAY -5 PM 2:49
TALLAHASSEE, FLORIDA
SECRETARY OF STATE


MAY 7 1997

ARTICLES OF INCORPORATION

of

LALLY, INC.
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

LALLY, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue Five Hundred shares (500) of LALLY, INC.
Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	MARIA F. KELLER	Frederick J. Keller
ADDRESS	5140 S. W. 40 Avenue Unit 26C	
CITY	Ft. Lauderdale	FLORIDA ZIP 33314

The principal office, if known, or the mailing address of the corporation is: SAME

NAME	LALLY, INC.	
ADDRESS	5140 S. W. 40 Avenue Unit 26C	
CITY	Ft. Lauderdale,	FLORIDA ZIP 33314

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) directors 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 one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	MARIA F. KELLER		
ADDRESS	5140 S. W. 40 Avenue Unit 26C		
CITY	Ft. Lauderdale, F	STATE	Florida ZIP 33314
NAME	Frederick J. Keller		
ADDRESS	5140 S. W. 40 Avenue Unit 26C		
CITY	Ft. Lauderdale	STATE	Florida ZIP 33314
NAME			
ADDRESS			
CITY		STATE	ZIP

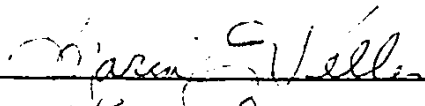
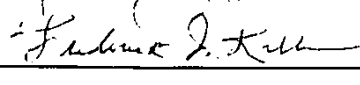
FILED
MAY - 5 PM 2:49
TALLAHASSEE, FLORIDA

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	MARIA E. KELLER		
ADDRESS	5140 S. W. 40 Avenue Unit 26C		
CITY	Ft. Lauderdale,	STATE Florida	ZIP 33314
NAME	FREDERICK J. KELLER		
ADDRESS	5140 S. W. 40 Avenue Unit 26C		
CITY	Ft. Lauderdale	STATE Florida	ZIP 33314
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this ____ 2nd day of ____ May ____, 1997.

 (Seal)
 (Seal)
____ (Seal)

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

LALLY, INC.
(name of corporation)

FILED
97 MAY 15 PM 2:46
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 5140 S. W. 40 Avenue Unit 26C

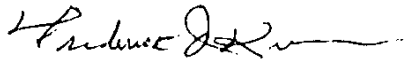
Ft. Lauderdale, Florida 33314

has named Frederick J. Keller

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.



(registered agent)