



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 392805 8373A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 15, 1997

ORDER TIME : 10:09 AM

ORDER NO. : 392805-005

CUSTOMER NO: 8373A

CUSTOMER: Ms. Connie Stern
JEROME H. STERN, P.A.

Suite 200
20803 Biscayne Boulevard
Aventura, FL 33180

100002179901--9
-05/15/97--01062--008
****122.50 ****122.50

DOMESTIC FILING

NAME: UNIVERSAL KNOWLEDGE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Todd Sterzoy

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
TALLAHASSEE
FLORIDA
MAY 15 1997

57 MAY 15 1997
5/15/97
TODD STERZOY

ARTICLES OF INCORPORATION
OF
UNIVERSAL KNOWLEDGE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 15 1960

ARTICLE I

NAME

The name of the corporation shall be:

UNIVERSAL KNOWLEDGE, INC.

The mailing address is: c/o Connie Stern
194 South Island
Golden Beach, Florida 33160

ARTICLE II

DURATION

The corporation shall commence its existence on the date of filing these Articles of Incorporation, and shall exist perpetually unless sooner dissolved according to law.

ARTICLE III

PURPOSE

It is the purpose of this corporation to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of \$1.00 par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 194 South Island, Golden Beach, Florida 33160 and the initial registered agent of this corporation at that address is CONNIE STERN.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) Directors initially. The number of Directors may be increased or diminished from time to time by amendment of the Bylaws but shall never be less than one (1). The name and address of the initial Directors of this corporation are CONNIE STERN, 194 South Island, Golden Beach, Florida 33160 and JAMES P. FLEMING, 9011 North Bayshore Dr., Miami, Florida 33138.

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles is CONNIE STERN, 194 South Island, Golden Beach, Florida 33160.

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 14th day of May, 1997.



CONNIE STERN

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 14th day of May, 1997.

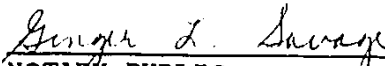


CONNIE STERN

STATE OF FLORIDA :
: SS.
COUNTY OF DADE :

BEFORE ME, a Notary Public authorized in County and State set forth above, personally appeared CONNIE STERN, known to me and known to be the person who, as Incorporator and Registered Agent, executed the foregoing Articles of Incorporation of UNIVERSAL KNOWLEDGE, INC., and she acknowledged before me that she executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, this 14th day of May, 1997.



NOTARY PUBLIC

State of Florida at Large

My Commission Expires:

