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330 SOUTH WEST 20TH STREET
FORT LAUDERDALE, FL 33315
PHONE: 831-8827

P97000047519

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Articles of Incorporation for: **FIGURES, INC.**, an S Corporation

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-05/27/97--01077--001
****122.50 ****122.50

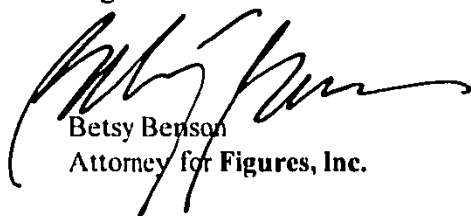
Dear Sirs:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced entity. Please also find attached checks in the amounts of \$122.50 for filing and return of certified copy and \$35.00 (for filing of registered agent).

Please return a certified copy to me as addressed above at your earliest convenience.

Thank you in advance for your time and attention to this matter.

Regards,


Betsy Benson
Attorney for **Figures, Inc.**

Enclosures

cc: Bruce D'Arcy

FILED
97 MAY 27 PM 2:41
STATE
SECRETARY
TALLAHASSEE, FLORIDA


5/28/97

ARTICLES OF INCORPORATION
OF

FIGURES, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporations Act, and section 1362(a) of the Internal Revenue Code (entitled "S" corporation) hereby adopt the following Articles of Incorporation.

ARTICLE I: NAME

The name of this Corporation shall be Figures, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and the mailing address of this Corporation shall be:
904 North East 18th Street, Fort Lauderdale, FL 33305.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to have outstanding at any time is (100) one hundred.

ARTICLE IV: INITIAL REGISTERED AGENT & ADDRESS

The name and address of the initial registered agent is Bruce D'Arcy, 904 North East 18th Street, Fort Lauderdale, FL 33305.

ARTICLE V: INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:
Betsy Benson, Esq. 201 South East 6th Street, Third Floor, Fort Lauderdale, FL 33301 (Phone: 954.831.8673).

The undersigned has executed these **Articles of Incorporation** this 3rd day of May, 1997.


BRUCE D'ARCY

REGISTERED AGENT
PRESIDENT
FIGURES, INC.

FILED
97 MAY 27 PM 2:42
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

CERTIFICATE OF DESIGNATION

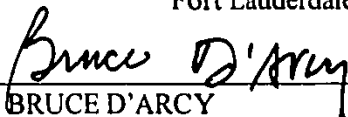
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent in the State of Florida.

1. The name of the corporation is: Figures, Inc.
2. The name and address of the registered agent and office is:

Bruce D'Arcy
904 North East 18th Street
Fort Lauderdale, FL 33305

SIGNATURE


BRUCE D'ARCY

TITLE: President, Figures Inc.

DATE: May 3, 1997

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.


BRUCE D'ARCY

MAY 3, 1997

FILED
97 MAY 27 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA