

P97000055937

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 23 PM 12:49

June 12, 1997

Secretary of State
PO Box 6327
Division of Corporations
The Capital
Tallahassee, FL 32314

300002220083--3
-06/23/97--01123--019
****122.50 ****122.50

RE: Incorporation Documents

Dear Sir or Madam:

Enclosed for filing is an executed copy of the Articles of Incorporation and an executed copy of the registered agent's written acceptance of his appointment as registered agent for Steller Concepts & Design, Inc. Please forward to me a copy of the documents showing the appropriate "Filed" and the time, day, month and year.

My check, # , in the amount of \$122.50 representing the fee for filings is enclosed.

Very truly yours,

Strulowitz
Buren & Co., P.A.

CERTIFIED PUBLIC ACCOUNTANTS DCR #1 F
7800 N. UNIVERSITY DRIVE • TAMARAC, FLORIDA 33321

D. BROWN JUN 25 1997

ARTICLES OF INCORPORATION
OF
STELLER CONCEPTS & DESIGN, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 23 PM 12:49

The undersigned subscribes to these Articles of Incorporation, natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida. Corporate existence shall begin upon signing of these Articles. This corporation is to be a Small Business Corporation as defined in Section 1244 Subdivision (c)(2) of the Internal Revenue Code.

ARTICLE I. Name. The name of the corporation is
STELLER CONCEPTS & DESIGN, INC.

ARTICLE II. Term of Existence. This corporation shall have perpetual existence.

ARTICLE III. Nature of Business. This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV. Capital Stock. This corporation is authorized to issue 100 shares with \$1.00 par value.

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

ARTICLE VII. Initial Registered Office and Agent. The street address of the initial registered office of this corporation is 7522 Wiles Road, Suite 206, Coral Springs, FL 33067 and the name of the initial registered agent of this corporation at that address is Anthony Giudice. The address of the Corporation and the registered agent are the same.

ARTICLE VII. Initial Board of Directors. The 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 never be less than one. the names and addresses of the initial Directors of this corporation are:

Anthony Giudice
1688 Cypress Pointe Drive
Coral Springs, FL 33071

Vaughan P. Lazar
51 NW 45th Street, #206
Deerfield Beach, FL 33441

ARTICLE IX. Officers. The initial officers of the corporation will be:

Anthony Giudice - President

Vaughan P. Lazar - Secretary/Treasury

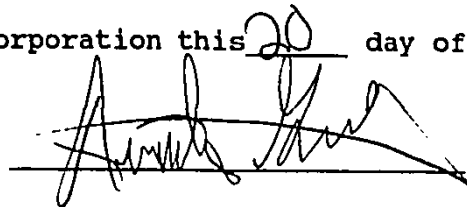
ARTICLE X. Incorporator. The person signing these Articles of Incorporation has the following name and address:

Anthony Giudice
1688 Cypress Pointe Drive
Coral Springs, FL 33071

ARTICLE XI. By-Laws. The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII. Amendment. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has
executed these Articles of Incorporation this 20 day of
JUNE, 1997.



STATE OF FLORIDA

COUNTY OF _____

Before me, the undersigned authority, personally
appeared Anthony Guidice, known to be and known by me
to be the person who executed the foregoing Articles of
Incorporation and he acknowledged before me that he executed
the same for the use and purposes therein expressed.

WITNESS my hand and official seal this 20, day
of June, 1997.

Sandra Savin
NOTARY PUBLIC

My commission Expires: _____

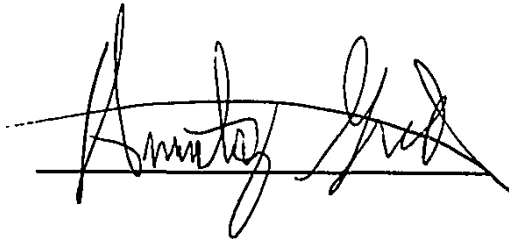


FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 23 PM 12:49

CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: Secretary of State
State of Florida
Division of Corporations
Department of State
Tallahassee, FL 32304

I, Anthony Giudice, do hereby consent to serve as
registered agent for the corporation, Steller Concepts &
Design, Inc. this 20 day of JUNE, 1997.

A handwritten signature in black ink, appearing to read "Anthony Giudice", is written over a horizontal line.

Address of registered agent:

7522 Wiles Road, Suite 206
Coral Springs, FL 33067

The address of the corporation and the registered agent are
the same.