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Law Office of
Warren B. Brams, P.A.

Warren B. Brams, Esq.
Patricia D. Harris, Esq. of Counsel

June 30, 1997

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

RE: Stemware, Inc.

100002229711--2
-07/03/97--01020--012
****122.50 ****122.50

Dear Sirs:

Enclosed please find the proposed Articles of Incorporation of Stemware, Inc. Also enclosed is my check in the amount of \$122.50 representing payment of the filing fee for the corporation.

Please return the stamped filed Articles in the enclosed envelope. If you have any questions, please do not hesitate to contact me.

Sincerely,

SLG

Sandra D. Griffiths
Legal Assistant to
WARREN B. BRAMS
SLG\
Enclosures

cc: Denise Steighner

JUL 7 1997 BSB

FILED
97 JUL -3 PM 2:29
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

STEMWARE, INC.

FILED

97 JUL -3 PM 2:29

TALLAHASSEE STATE
FLORIDA

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

ARTICLE I - CORPORATE NAME

The name of the corporation is:

STEMWARE, INC.

ARTICLE II - DURATION

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

ARTICLE III - PURPOSE

This 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 One Dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

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

NAME : **STEMWARE, INC.**

ADDRESS: **2508 Florida Avenue**

CITY : **West Palm Beach, FL 33401**

The name and street address of the Initial Registered Agent of this Corporation is:

The name and street address of the Initial Registered Agent of this Corporation is:

NAME : Warren B. Brams, Esquire

ADDRESS: 1645 Palm Beach Lakes Blvd.
Suite 680

CITY : West Palm Beach, FL 33401

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 address of the initial director of the corporation is as follows:

NAME : DENISE STEIGHNER f/k/a DENISE DIVINCENZO

ADDRESS: 2508 Florida Avenue

CITY : West Palm Beach, FL 33401

AND

NAME : TRACEY ORF

ADDRESS: 2508 Florida Avenue

CITY : West Palm Beach, FL 33401

ARTICLE VII - INCORPORATORS

The names and address of the incorporate signing these Articles of Incorporation is as follows:

NAME : DENISE STEIGHNER f/k/a DENISE DIVINCENZO

ADDRESS: 2508 Florida Avenue

CITY : West Palm Beach, FL 33401


NAME : TRACEY ORF

ADDRESS: 2508 Florida Avenue

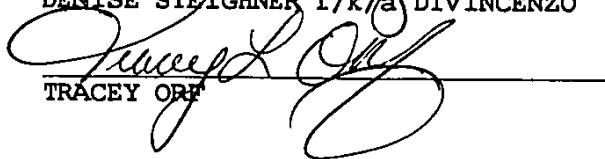
CITY : West Palm Beach, FL 33401

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 25 day of June, 1997.

(Seal)


DENISE STEIGHNER f/k/a DIVINCENZO

(Seal)


TRACEY ORF

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:

DENISE STEIGHNER f/k/a DIVINCENZO
NAME

FL DL # D152-170-64 808-0
Form of Identification

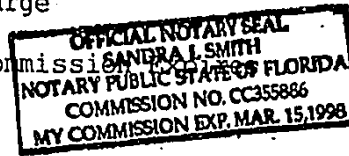
known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, who acknowledged before me that she executed these Articles of Incorporation, that I relied upon the form of identification of the above named person as indicated opposite each name, and that an oath (was)(was not) taken.

Witness my hand and official seal in the County and State last aforesaid this 25 day of June, 1997.


Sandra J. Smith
nka Griffiths

Notary Public State of Florida
at Large

My Commission Expires:



STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, a Notary Public authorized to take acknowledgments
in the State and County set forth above, personally appeared:

TRACEY ORF
NAME

FL. D.C.# C636-812-65-663-0

Form of Identification

(Tracey
Lynn
Cartier)

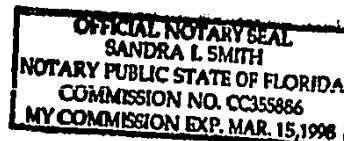
known to me and known to be the person(s) who executed the
foregoing Articles of Incorporation, who acknowledged before me
that she executed these Articles of Incorporation, that I relied
upon the form of identification of the above named person as
indicated opposite each name, and that an oath (was)(was not)
taken.

Witness my hand and official seal in the County and State last
aforesaid this 25 day of June, 1997.

A handwritten signature in cursive script, appearing to read "Sandra L. Smith", written over a horizontal line.

Notary Public State of Florida
at Large

My Commission Expires:



CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

STEMWARE, INC.

FILED
97 JUL -3 PM 2:29
TALLAHASSEE, FLORIDA

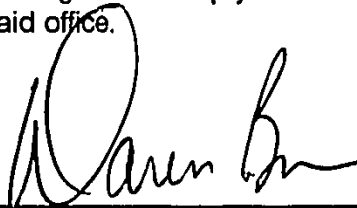
Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 1645 Palm Beach Lakes Blvd., Suite 680, West Palm Beach,
Florida 33401

has named WARREN B. BRAMS, ESQUIRE, located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

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)