

ANTONELLO & FEGERS

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July 9, 1997

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-07/10/97--01092--008
****122.50 ****122.50

RE: Articles of Incorporation/Unique Ventures, Inc.

Dear Sir:

Enclosed please find an original and copy of the Articles of Incorporation and Designation and Acceptance of Registered Agent to be filed with the Secretary of State. Also enclosed is our firm's check in the amount of \$122.50 to cover the filing fee for same.

Thank you for your time and attention regard the above. Should you have any questions, or need additional information, please do not hesitate to contact the office.

Sincerely,

ANTONELLO & FEGERS

Terri L. Vandiver

Terri L. Vandiver,
Legal Assistant

/tlv
Encls.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 10 PM 12:08

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ARTICLES OF INCORPORATION

OF

UNIQUE VENTURES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 10 PM 12:08

ARTICLE I - CORPORATE NAME

The name of this corporation is UNIQUE VENTURES, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation are: 202 South Bumby Avenue, Orlando, FL 32803.

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000. All shareholders shall have preemptive rights. The par value of said stock shall be One (\$1.00) Dollar.

ARTICLE IV - INITIAL REGISTERED AGENT AND OFFICE

The name and address of the Initial Registered Agent are Mark Porteous, 202 South Bumby Avenue, Orlando, FL 32803.

ARTICLE V - INCORPORATORS

The names and street addresses of the incorporators of this Articles of Incorporation are:

Steven Goldwyn
717 S. Lake Florence Dr.
Winter Haven, FL 33884

Alan Liebowitz
203 Santa Rosa Drive
Winter Haven, FL 33884

Mark Porteous
202 South Bumby Avenue
Orlando, FL 32803

ARTICLE VI- BOARD OF DIRECTORS

The business of the corporation shall be conducted by a Board of Directors which shall consist of three (3) members as the same shall be provided by the by-laws of the corporation, and the following officers, to wit: President, Vice President, Secretary, and Treasurer, and such other officers of the corporation as the Board of Directors may deem desirable. The members of the Board of Directors shall be elected at the Annual Meeting of the Stockholders of the said corporation, and said officers shall be elected by the Board of Directors at a meeting held immediately after the adjournment of the Annual Stockholders Meeting.

ARTICLE VII - INITIAL OFFICERS AND DIRECTORS

Initial officers and directors, the names and post office addresses of the officers and directors for this corporation to conduct the business of the corporation until those elected at the first election are as follows:

Director/President:	Alan Liebowitz 203 Santa Rosa Drive Winter Haven, FL 33884
Director/Vice President:	Mark Porteous 202 South Bumby Avenue Orlando, FL 32803
Director/Treasurer Secretary:	Steven Goldwyn 717 S. Lake Florence Dr. Winter Haven, FL 33884

ARTICLE VIII - SUBSCRIBERS

The names and post office addresses of each subscriber of this Articles of Incorporation, the number of shares of stock

each agrees to take and the value of the consideration thereof are:

<u>Name and Address</u>	<u>Number of Shares</u>	<u>Consideration</u>
Alan Liebowitz 203 Santa Rosa Drive Winter Haven, FL 33884	100	\$100.00
Steven Goldwyn 717 S. Lake Florence Drive Winter Haven, FL 33884	100	\$100.00
Mark Porteous 202 South Bumby Avenue Orlando, FL 32802	100	\$100.00

ARTICLES IX - AMENDMENT

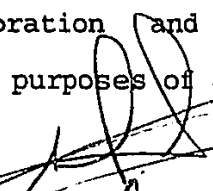
The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X - DISPOSITION OF STOCK

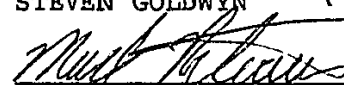
If at any time any of the share stockholders desire to sell and dispose of their stock, said stock or stockholders shall first offer in writing to the Board of Directors, stating price and terms, and give the Board of Directors 30 days in which to place it with the stockholders or to purchase same by this corporation. At the expiration of 30 days, if no stockholder has purchased and settled for same, and this corporation has not repurchased same, said stockholder or stockholders shall have the

right to sell to whomever will purchase for the same sums and prices for which it was offered to the Board of Directors and this corporation.

IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Incorporation and the Certificate of Incorporation for the use and purposes of aforesaid.


7/7/97
ALAN LIEBOWITZ


7/7/97
STEVEN GOLDWYN


7/7/97
MARK PORTEOUS

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of Florida Statute 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office in the State of Florida.

1. The name of the Corporation is : Unique Ventures, Inc.
2. The name of the Registered Agent is: Mark Porteous.
3. The address of the Registered Agent/Registered Office is:

202 South Bumby Avenue
Orlando, FL 32803

UNIQUE VENTURES, INC.

BY: 

ALAN LIEBOWITZ, President

ACCEPTANCE

Having been named as Registered Agent and designated to accept service of process for the above Corporation, 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 will accept the obligations of the position of Registered Agent.

BY: 

MARK PORTEOUS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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