

JUL-15-97 13:43

A+ BOOKKEEPING

954-255-5537

TEL: 954-255-5537

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***122.50 ***122.50

July 7, 1997

Secretary of State
Corporate Records Bureau
P.O. Box 6327
Tallahassee, Florida 32314

RE: Certified Copy of Articles of Incorporation
MAD SCIENCE FOUNDATION, INC.

Gentlemen:

Enclosed herewith is a check in the amount of \$122.50.
Please send me a certified copy of the Articles of
Incorporation for MAD SCIENCE FOUNDATION, INC. to the
following address:

MAD SCIENCE FOUNDATION, INC.
C/O A+ BOOKKEEPING, INC.
5011 NW 99TH TERRACE
CORAL SPRINGS, FL 33076

Very truly yours,


Ron Shlien

RS;mv

Enclosure

FILED
97 JUL 18 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1780

W97-16606



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 18, 1997

C/O A BOOKKEEPING, INC.
5011 N.W. 99TH TERRACE
CORAL SPRINGS, FL 33076

SUBJECT: MAD SCIENCE FOUNDATION, INC.
Ref. Number: W97000016606

We have received your document for MAD SCIENCE FOUNDATION, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$122.50. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

We have received your document for MAD SCIENCE FOUNDATION, INC. and check(s) totaling \$. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$122.50. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 097A00036681

ARTICLES OF INCORPORATION
OF
MAD SCIENCE FOUNDATION, INC.

FILED

97 JUL 18 AM 8:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is MAD SCIENCE FOUNDATION, INC. with it's principle and mailing address being: 20937 BAY CT., STE. 111, N. MIAMI BEACH, FL 33180.

ARTICLE II

This corporation shall exist perpetually, unless sooner dissolved according to law.

ARTICLE III

The general nature of the business is to be transacted as follows:

SECTION 1: To buy, sell, mortgage, lease, encumber, alienate, or otherwise deal in real property and to construct thereon, cause to be constructed thereon, or otherwise improve real property or personal property, including the doing of any and all business and contracting incidental thereto or connected therewith and the doing and performing any and all acts or things necessary, proper or convenient for or incidental to furtherance or the carrying out of the powers purposes herein mentioned.

SECTION 2: To engage in any commercial or industrial enterprise calculated or designed to be profitable to this corporation and in conformity with the Laws of the State of Florida.

SECTION 3: To generally engage in, do and perform any enterprise, act or vocation that a natural person might do or perform.

SECTION 4: To engage in and carry on any business or businesses and every act or deed pertaining thereto, either directly or indirectly, which is not prohibited by the Laws of the State of Florida, or in any other state in the United States or in any foreign country. To do any and all things necessary, suitable, useful, proper or admissible for the accomplishment of any one of the purposes or for the attainment of any of the objects or further exercise of the powers herein specified or not, either alone or in connection with other firms, individuals or corporations, either in this state or throughout the United States, and elsewhere.

ARTICLE IV

The foregoing clauses shall be construed both as objects and powers, but no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

ARTICLE V

Any unissued stock or such additional authorized issue of new stock or of other securities convertible into stock may be issued and disposed of pursuant to resolution of the Board of Directors to such other persons, firms, corporations or associations and upon such terms as may be deemed advisable by the Board of Directors in the exercise of their discretion.

ARTICLE VI

The maximum number of shares of stock this Corporation is authorized to have outstanding at any time

shall be 500 shares of One dollar (\$1.00) par value, unless duly changed in accordance with the laws of the State of Florida. It is the intention of this Corporation that the stock issued shall qualify as "Section 1244 stock", as such term is defined in the Internal Revenue Code and the Regulations issued thereunder.

ARTICLE VII

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

ARTICLE VIII

The street address of the initial registered office of this corporation in the State of Florida shall be at 20937 BAY CT., STE. 111, N. MIAMI BEACH, FL 33180 and the name of the initial registered agent of this corporation at that address is Ron Shlien and may have such other places of business both within and without the State of Florida, and in foreign countries, as may be necessary and convenient.

ARTICLE IX

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE X

The name and street address of the one Board of

Director of this Corporation, who shall hold office until the organization meeting of this Corporation, and until his successors are elected and have qualified, is:

RON SHLIEN
20937 BAY CT., STE. 111
N. MIAMI BEACH, FL 33180

ARTICLE XI

The name and street address of the subscriber to the Articles of Incorporation are as follows:

RON SHLIEN
20937 BAY CT., STE. 111
N. MIAMI BEACH, FL 33180

ARTICLE XII

These 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 stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

ARTICLE XIII

In accordance with F.S. 607.167, the date of corporate existence of this Corporation shall be the date of subscription and acknowledgment of these Articles of Incorporation provided these Articles of Incorporation are filed by the Department of State within five (5) days, exclusive of legal holidays, after such date. Otherwise, the date of corporate existence shall be upon the filing of these Articles of Incorporation by the Department of

State.

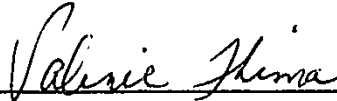
IN WITNESS WHEREOF, I the undersigned, being the
subscribing incorporator have hereunto set my hand and
seal for the purpose of forming this Corporation under the
Laws of the State of Florida, this 15th day of July,
1997.


RON SHLIEN

BEFORE ME, the undersigned authority, this day personally
appeared RON SHLIEN known to me to be the person described as
subscriber and acknowledge before me that he executed the same
freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 9th day of

July, 1997


Valerie Fhima

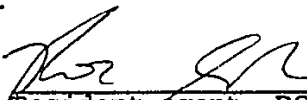


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE.
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance with chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First - That MAD SCIENCE FOUNDATION, INC.
desiring to organize under the laws of the State of Florida,
with its' principle office as indicated in the articles of
incorporation at the City of N. MIAMI BEACH, in the County of
Dade, State of Florida, has named RON SHLIEN
located at: 20937 BAY CT., STE. 111, CITY OF N. MIAMI
BEACH, State of Florida as its agent to accept service of
process within this state.

Having been named to accept service of process for the
above stated corporation, at place designated in this
certificate, I hereby accept to act in this capacity, and
agree to comply with the provision of said Act relative to
keeping open said office.


Resident agent, RON SHLIEN

FILED
97 JUL 18 AM 8:08
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA