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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

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FAX #: (305)541-3770

NAME: PEN CONCEPTS, INC.

AUDIT NUMBER.....H97000012307

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

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FLORIDA DIVISION OF CORPORATION

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6
ARTICLES OF INCORPORATION OF
PEN CONCEPTS, INC.

ARTICLE I.
NAME

The name of the Corporation shall be: PEN CONCEPTS,
INC., its principal place of business of this Corporation shall be:

3339 North Federal Highway
Ft. Lauderdale, FL 33309

ARTICLE II.
DURATION

This Corporation shall exist perpetually commencing on
the date these Articles are filed.

ARTICLE III.
NATURE OF BUSINESS

This corporation may engage or transact in any or all
lawful activities or business permitted under the laws of the
United States, the State of Florida or any other state, country,
territory or nation.

ARTICLE IV.
CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of
\$.01 par value common stock which shall be designated "Common
Stock".

Prepared By:

Beverly L. Vesel, Esq.
Trade Centre South, Suite 930
100 West Cypress Creek Road
Ft. Lauderdale, FL 33309
(954) 771-6210
Florida Bar #323713

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ARTICLE V.
ADDRESS

The street address of the initial Registered Office of the Corporation shall be 100 West Cypress Creek Road, Suite 930, Fort Lauderdale, Florida 33309. The name of the initial Registered Agent of the Corporation at that address is: Gary Cooper

ARTICLE VI.
DIRECTOR

This Corporation shall have one Director, initially. The number of Directors may be increased from time to time by the By-Laws but shall never be less than one. The name and address of the initial Director is:

John Hanley
3339 North Federal Highway
Ft. Lauderdale, FL 33308

The name and street address of the Incorporator of these Articles of Incorporation is:

John Hanley
3339 North Federal Highway
Ft. Lauderdale, FL 33308

ARTICLE VII.
RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the Shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining Shareholders or to this Corporation. The price and terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this Corporation.

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ARTICLE VIII.
BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

ARTICLE IX.
POWERS

This Corporation shall have all the corporate powers enumerated in the Florida General Corporations Act.

ARTICLE X.
INDEMNIFICATION

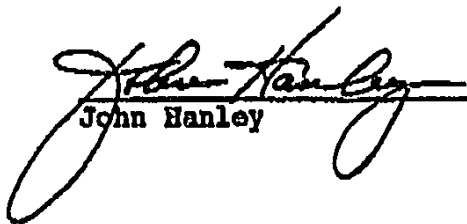
This Corporation shall indemnify any Officer or Director, of any former Officer or Director, to the full extent permitted by law.

ARTICLE XI.
AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.

Any Amendment hereto, and any right conferred upon the Shareholders, is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28th day of July, 1997.



John Hanley

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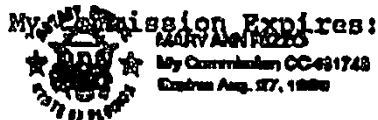
STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared John Hanley, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged to and before me that he executed the same and who did take an oath.

WITNESS my hand and seal this 28th day of July, 1997.

Mary Ann Rizzo
NOTARY PUBLIC

MARY ANN RIZZO
TYPED OR PRINTED NAME OF NOTARY PUBLIC



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ACCEPTANCE OF REGISTERED AGENT OF PEN CONCEPTS, INC.

Having been named to accept service of process for the above-stated Corporation and the place designated, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to the keeping open of said office.

Gary Cooper

By: *Gary Cooper*
Gary Cooper

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared Gary Cooper, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged to and before me that she executed the same and who did take an oath.

WITNESS my hand and seal this 28th day of July, 1997.

Mary Ann Rizzo
NOTARY PUBLIC

MARY ANN RIZZO
TYPED OR PRINTED NAME OF NOTARY PUBLIC

My Commission Expires:



MARY ANN RIZZO
My Commission CO481746
Expires Aug. 27, 1999

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