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7/30/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: THE HONOR ROLL COMPANY, INC.

AUDIT NUMBER.....H97000012445

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

CERT. OF STATUS..0

PAGES..... 7

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ARTICLES OF INCORPORATION
OF

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THE HONOR ROLL COMPANY, INC.

97 JUL 30 PM 3:18

*****SECRETARY OF STATE*****
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation for profit under the laws of the State of Florida, and do hereby certify that we have become such corporation under and pursuant to the following Articles of Incorporation:

ARTICLE I

The name of the corporation is: The Honor Roll Company, Inc.

ARTICLE II

The general nature of the business to be transacted by said corporation shall be:

All purposes allowed under the laws of the State of Florida and the United States of America.

ARTICLE III

The original capital stock of this corporation shall be 100 shares with \$1.00 par value, all of which shall be common stock and shall be fully paid and non-assessable. All such stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors.

ARTICLE IV

The amount of capital with which the corporation shall begin business shall not be less than: \$100.00

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The initial principal place of business of this corporation will be: 221 Southeast 4th Street, Pompano Beach, FL 33060.

Ilissa S. Gordon, Esq.
Fla. Bar No. 602310
1290 E. Oakland Park Blvd. #101
Ft. Lauderdale, FL 33334
954-561-7700

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ARTICLE VII

The number of Directors of this corporation shall be not less than two (2).

ARTICLE VIII

The names and post-office addresses of the first officers and Board of Directors of this corporation, who shall hold office for the first year or until their successors are chosen and qualified shall be:

Name: Ilissa S. Gordon President/Secretary

Address: 4936 Northwest 55 Street, Tamarac, FL 33319

Name: Patricia Gianetta Vice President/Treasurer

Address: 221 Southeast 4th Street, Pompano Beach, FL 33060

The name and post-office addresses of the subscribers to capital stock are as follows:

Name: Ilissa S. Gordon

Address: 4936 Northwest 55 Street, Tamarac, FL 33319

Name: Patricia Gianetta

Address: 221 Southeast 4 Street, Pompano Beach, FL 33060

ARTICLE IX

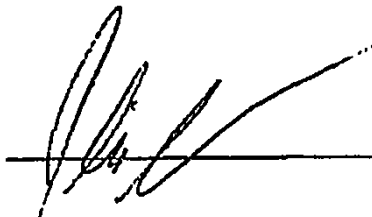
The name and address of the initial registered agent and office of this corporation is as follows:

Patricia Gianetta, Esquire
221 Southeast 4 Street
Pompano Beach, FL 33060

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IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Corporation at Fort Lauderdale, Broward County, Florida, for the use and purposes aforesaid this 28th day of July, 1997.



Patricia C. Giannetta

STATE OF FLORIDA]

SS:

COUNTY OF BROWARD]

BEFORE ME, the undersigned authority, this day personally appeared Elisse Gordon and Patricia C. Giannetta, who are known and known to be persons described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me according to law that they made and subscribed the same for the

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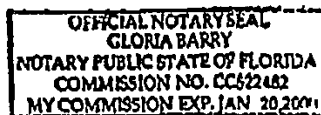
uses and purposes herein mentioned and set forth.

WITNESSED my hand and seal this 28 day of July
_, 1997

Gloria Barry

NOTARY PUBLIC, State of Florida

My commission expires:



I.D. Provided:

Drivers License #: Patricia Giannetta DL 6530-683-60-509-0

Personally known: Lisa Gordon ✓

Other: _____

Certificate designation, place of business or domicile for the service of process within Florida, naming agent upon whom process may be served:

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First--that: The Honor Roll Company, Inc.

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EMPIRE CORPORATE KIT

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Desiring to organize or qualify under the laws of the State of
Florida, with its principal place of business at the City of
Pompano Beach, State of Florida;

Has named: Patricia Gianetta, Esquire
221 Southeast Fourth Street
Pompano Beach, Florida 33060

as it's Agent to accept service of Process within the State of
Florida.

Signature: _____

Corporate Officer

Title: _____

President

Date: _____

7/28/97

Having been named to accept service of process for the above-

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stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature: Patricia C. Giannetta
Resident Agent

Date: July 28, 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ilissa S. Gordon, Esq.
Fla Bar No. 602310
1290 E. Oakland Park Blvd.
Ft. Lauderdale, FL 33334

By: [Signature]

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