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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

AME: THREE'S A CROWD, INC.

AUDIT NUMBER.....H97000013572

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

CERT. OF STATUS..0

PAGES..... 5

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ARTICLES OF INCORPORATION
OF
THREE'S A CROWD, INC.

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FILED
HALLANDALE, FLORIDA

WE, the undersigned subscribers to these Articles of Incorporation, natural persons, competent to contract, hereby form and associate to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is THREE'S A CROWD, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of no par value common stock which shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1951 Atlantic Shores Blvd., #9, Hallandale, Florida 33009, and the name of the initial registered agent of this corporation at that address is BARBARA STERN. The street address of the corporation's principal office is 1951 Atlantic Shores Blvd., #9, Hallandale, Florida 33009.

Prepared By: Fred J. Ward, P.A.
489 Sheridan St., #203
Dania, FL 33004 (854)920-0882
FL BAR # 084211

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EXPIRE CORPORATE KIT

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one Director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of this corporation is:

BARBARA STERN
1951 Atlantic Shores Blvd., #9
Hallandale, Florida, 33009

ARTICLE VII - OFFICERS

The name and address of the officers who shall hold office for the first year of the Corporation's existence, or until their successors are elected and have qualified, and the office they will each hold, are as follows:

BARBARA STERN
President/Secretary

BARBARA STERN
VicePresident/Treasurer

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporator of these Articles of Incorporation is:

BARBARA STERN
1951 Atlantic Shores Blvd. #9
Hallandale, Florida 33009

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

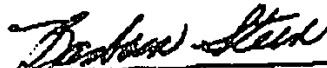
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ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation. The By-Laws of this Corporation may provide that less than a majority of the Board of Directors shall constitute a quorum for the transaction of business.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 18 day of August, 1997.

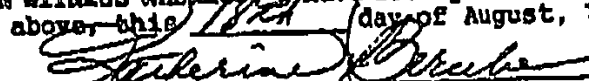


BARBARA STERN
President/Secretary
Vice-President/Treasurer

STATE OF FLORIDA)
:
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared, BARBARA STERN, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 18th day of August, 1997.



NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

MY COMMISSION EXPIRES:



KATHERINE EGLER
My Commission CO484302
Expires Jan. 24, 1998
Dated by HUI
800-222-1888

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**CERTIFICATE DESIGNATING 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:

That THREE'S A CROWD, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1951 Atlantic Shores Blvd., #9, in the City of Hallandale, County of Broward, State of Florida, has named BARBARA STERN, located at 1951 Atlantic Shores Blvd, #9, Hallandale, Florida 33009 as its agent to accept service of process within Florida.

Barbara Stern

BARBARA STERN
(Corporate Officer) President

8-18-97

Date

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

Barbara Stern

BARBARA STERN
(Resident Agent)

8-18-97

Date

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