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GAIL S. MEDDOFF, Attorney at Law

22842 El Dorado Drive . Boca Raton, Florida 33433 . Phone: (561) 750-2377 . Fax (561) 447-8777

VIA FEDERAL EXPRESS

August 23, 1997

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

attn: Ms. Bobbie Cox

RE: PROFESSIONAL WOMEN'S INVESTMENT NETWORK, INC.

Dear Ms. Cox:

Enclosed is the original and one copy of (i) the Articles of Incorporation and (ii) the Certificate and Acknowledgment of Registered Agent for the above-referenced proposed corporation.

Also enclosed is a check in the amount of \$122.50, which represents the following fees: filing (\$35.00), Registered Agent Designation (\$35.00), and one certified copy of the Articles of Incorporation (\$52.50).

We have sent these documents and check to you via Federal Express, and would greatly appreciate it if you could expedite the incorporation process.

We would also appreciate it if you would kindly fax to us a copy of the front certification page showing the document number of the corporation. Our fax number is:

(561) 447-8777

Thank you in advance for your assistance.

Very truly yours,

*Gail Meddoff*

Gail S. Meddoff

GSM:mmi  
Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
PROFESSIONAL WOMEN'S INVESTMENT NETWORK, INC.

The Undersigned, subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

Corporate Name

The name of the corporation is: PROFESSIONAL WOMEN'S INVESTMENT NETWORK, INC.

ARTICLE II

Duration

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III

Purpose

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

Capital Stock

The corporation is authorized to issue TWO THOUSAND (2000.00) shares of no par value Common Stock, which shall be designated "Common Shares."

ARTICLE V

Initial Registered Office and Agent

The street address of the initial principal office is:

c/o SALLY OKEN  
5850 CAMINO DEL SOL - #203  
BOCA RATON, FL 33433

The mailing address of the corporation is:

c/o SALLY OKEN  
5850 CAMINO DEL SOL - #203  
BOCA RATON, FL 33433

The name and street address of the Initial Registered Agent of this Corporation is:

GAIL MEDDOFF  
c/o SHELDON ENGELHARD, P.A.  
THE PLAZA - SUITE 801  
5355 TOWN CENTER ROAD  
BOCA RATON, FL 33486


ARTICLE VI

Incorporators

The name and address of the incorporator(s) signing these Articles of Incorporation is/are as follows:

GAIL MEDDOFF  
c/o SHELDON ENGELHARD, P.A.  
THE PLAZA - SUITE 801  
5355 TOWN CENTER ROAD  
BOCA RATON, FL 33486

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 10<sup>th</sup> day of August, 1997.

  
GAIL S. MEDDOFF

CERTIFICATE AND ACKNOWLEDGEMENT  
OF REGISTERED AGENT

Certificate of Registered Agent  
of  
PROFESSIONAL WOMEN'S INVESTMENT NETWORK, INC.

Pursuant to Florida Statutes Section 48,091 and 607.0501, the following  
is submitted:

The above corporation, desiring to organize under the laws of the State  
of Florida with its registered office as indicated in the Articles of  
Incorporation, has named:

GAIL MEDDOFF  
c/o SHELDON ENGELHARD, P.A.  
THE PLAZA - SUITE 801  
5355 TOWN CENTER ROAD  
BOCA RATON, FL 33486

as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for  
the above stated corporation at the place designated in this certificate, and  
being familiar with the obligations of that position, I hereby accept to act  
in this capacity, and agree to comply with the provisions of the Florida Law  
in keeping open said office.

  
GAIL MEDDOFF  
Registered Agent

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