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REPLY TO:
POST OFFICE BOX 850240
BRAINTREE, MASSACHUSETTS 02185
TELEPHONE
(617) 848-9010
TELECOPIER
(617) 848-9700

August 25, 1997

Florida Department of State
Division of Corporations
P.O. Box 6237
Tallahassee, FL 32314

Re: The Slate Company of Cape Cod, Inc.

700002282707--8
-09/02/97--01129--013
*****70.00 *****70.00

Dear Sir/Madam:

Enclosed please find the following:

1. Articles of Incorporation for the Slate Company of Cape Cod, Inc.;
2. Copy of Articles of Incorporation for the Slate Company of Cape Cod, Inc.; and
3. A check in the amount of \$70.00.

Please file the Articles in your usual manner and return to me a date-stamped copy to indicate your receipt. For your convenience I have enclosed a self-addressed stamped envelope in which to return said copy.

Thank you for your attention to this matter.

Respectfully yours,

MATTHEW J. RAVECH

MJR:mlw
Enclosures

AUTHORIZATION BY PHONE TO

CORRECT

DATE

DOC. EXAM.

FILED
SEP - 2 PM 2:44
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

9/4/97

FILED
97 SEP -2 PM 2:44
DIVISION OF PROBATION
TALLAHASSEE, FLORIDA

FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF
SECTION 607.0401 IS: The Slate Company of Cape Cod, Inc.

SECOND: THE STREET ADDRESS OF THE INITIAL PRINCIPAL OFFICE AND, IF DIFFERENT, THE MAILING ADDRESS OF THE CORPORATION IS:
12209 Callaway Garden Road, Boynton Beach, FL 33437

THIRD: THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO
ISSUE IS: **Five Thousand (5,000)**

*FOURTH: (a) IF THE SHARES ARE TO BE DIVIDED INTO CLASSES, THE DESIGNATION OF EACH CLASS IS:

N/A

(b) STATEMENT OF THE PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS IN RESPECT OF THE SHARES OF EACH CLASS:

<u>CLASS</u>	<u>PREFERENCES</u>	<u>LIMITATIONS</u>	<u>RELATIVE RIGHTS</u>
N/A			

*FIFTH: (a) IF THE CORPORATION IS TO ISSUE THE SHARES OF ANY PREFERRED OR SPECIAL CLASS IN SERIES, THE DESIGNATION OF EACH SERIES IS:

N/A

- 1 -

(b) STATEMENT OF THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES AS BETWEEN SERIES INsofar AS THE SAME ARE TO BE FIXED IN THE ARTICLES OF INCORPORATION:

<u>SERIES</u>	<u>RELATIVE RIGHTS</u>	<u>PREFERENCES</u>
<u>N/A</u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>

(c) STATEMENT OF ANY AUTHORITY TO BE VESTED IN THE BOARD OF DIRECTORS TO ESTABLISH SERIES AND FIX AND DETERMINE THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES BETWEEN SERIES:

None

SIXTH: PROVISIONS GRANTING PREEMPTIVE RIGHTS ARE:

None

SEVENTH: PROVISIONS FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION ARE:

None

EIGHTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS:

12209 Callaway Garden Road, Boynton Beach, FL 33437

AGENT AT SUCH ADDRESS IS: **Myron Cohen**

NINTH: THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS four (4) AND THE NAMES AND ADDRESSES OF THE PERSONS WHO ARE TO SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND SHALL QUALIFY ARE:

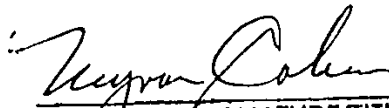
Myron Cohen, 12209 Callaway Garden Road, Boynton Beach, FL 33437
Bernice Cohen, 12209 Callaway Garden Road, Boynton Beach, FL 33437
David Cohen, Hemore Road, RRI, Box 160-10, Houlton, ME 04730
Mark Cohen, 42 Homestead Lane, Yarmouthport, MA 02675

TENTH: THE NAME AND ADDRESS OF EACH INCORPORATOR IS:

Myron Cohen, 12209 Callaway Garden Road, Boynton Beach, FL 33437
(President)

THE UNDERSIGNED HAS (HAVE) EXECUTED THESE ARTICLES OF INCORPORATION

THIS 14th DAY OF August, 19 97.



SIGNATURE/TITLE

Myron Cohen, President

SIGNATURE/TITLE

SIGNATURE/TITLE

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION 607.0501 (3) F.S.: Myron Cohen IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0606.

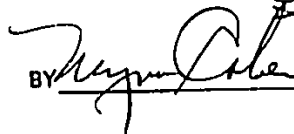
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

97 SEP -2 PM 2:44

FILED

DATED August 14, 19 97.

BY



Myron Cohen
(TYPE NAME OF OFFICER)

President

(TITLE OF OFFICER)