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DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 531713 118462A

AUTHORIZATION :

COST LIMIT : \$ 70

Patricia Pizzuto

ORDER DATE : September 16, 1997

ORDER TIME : 3:32 PM

ORDER NO. : 531713-005

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CUSTOMER NO: 118462A

CUSTOMER: David T. Azrin, Esq
DAVID T. AZRIN, P.A.

Suite 2550
44 West Flagler Street
Miami, FL 33130

DOMESTIC FILING

NAME: ONYX DESIGN GROUP, INC.

EFFECTIVE DATE: ____

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS: _____

FILED
97 SEP 16 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SN SEP 17 1997

ARTICLES OF INCORPORATION
OF ONYX DESIGN GROUP, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do(es) hereby adopt the following Articles of Incorporation:

FILED
97 SEP 16 AM 9:15
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the corporation shall be: Onyx Design Group, Inc.

ARTICLE II
PRINCIPAL PLACE OF BUSINESS

1428 Sarria Avenue
Coral Gables, Florida 33146

ARTICLE II
NATURE OF CORPORATE BUSINESS

The corporation may engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way. The duration of the Corporation is perpetual.

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is 100 shares of common stock. Such shares shall be of a single class, and shall have a par value of \$1.00 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The Corporation's initial registered agent and registered office in the State of Florida shall be:

DAVID T. AZRIN, ESQUIRE
The Law Office of David T. Azrin, P.A.
44 West Flagler Street
Suite 2550
Miami, Florida 33130
Telephone: (305) 577-0309
Facsimile: (305) 577-0329

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The number of Directors may be altered from time to time by the By-Laws adopted by the stockholders. However, the Corporation shall have no less than one (1) Director at any time.

| <u>NAME</u> | <u>ADDRESS</u> |
|-------------------------|-------------------------------------------------|
| Ms. Maria Isabel Flores | 1428 Sarria Avenue, Coral Gables, Florida 33146 |

The members of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the Corporation or until a successor is elected.

ARTICLE VI
INITIAL OFFICERS

The initial officers of the Corporation as follows:

| <u>POSITION</u> | <u>NAME</u> |
|-------------------------|-------------------------------------------------------------------------------|
| President and Treasurer | Ms. Maria Isabel Flores 1428 Sarria Avenue Coral Gables, Florida 33146 |
| Secretary | Ms. Carmen Maria Najarro 1428 Sarria Avenue Coral Gables, Florida 33146 |

The officers shall hold office at the discretion of the board of directors.

ARTICLE VII
INCORPORATORS

The name and address for each Incorporator executing these Articles of Incorporation is as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| DAVID T. AZRIN | The Law Office of David T. Azrin, P.A. 44 West Flagler Street Suite 2550 Miami, Florida 33130 Telephone: (305) 577-0309 Facsimile: (305) 577-0329 |

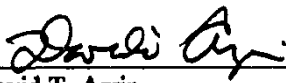
**ARTICLE VIII
AMENDMENT**

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment to them, and any right referred upon the Shareholders is subject to this reservation.

**ARTICLE IX
COMMENCEMENT DATE**

Corporate existence will commence upon the issuance of the Certificate of Incorporation.

THE UNDERSIGNED INCORPORATORS, for the purpose of forming a corporation to do business within the State of Florida, does make and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.



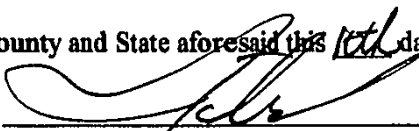
David T. Azrin

STATE OF FLORIDA)
)
COUNTY OF DADE)

Before me personally appeared DAVID T. AZRIN to me well known to be the person described in and who executed the foregoing Articles of Incorporation acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal in the County and State aforesaid this 10th day of September, 1997.





Notary Public
Print Name: ARACELI MATUS-SILVA

MY COMMISSION EXPIRES: 10-26-00

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Onyx Design Group, Inc. which is contained in the foregoing Articles of Incorporation.

DATED this 10th day of September, 1997.



David T. Azrin
REGISTERED AGENT

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TALLAHASSEE, FLORIDA

This Document was prepared by:
David T. Azrin, Esq.
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