

P97000082963



ACCOUNT NO. : 072100000032

REFERENCE : 537525 4358243

AUTHORIZATION :

Patricia Pizzuti

COST LIMIT : \$ 70

ORDER DATE : September 22, 1997

ORDER TIME : 11:04 AM

ORDER NO. : 537525-005

CUSTOMER NO: 4358243

CUSTOMER: Mr. Steve Lieschner
HOLDING CAPITAL GROUP

685 Fifth Avenue, 14th Floor

New York, NY 10022

000002302226--6

DOMESTIC FILING

NAME: FIRST TIME AGAIN, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

FILED
97 SEP 24 11 9:35
TALLAHASSEE, FLORIDA
OFFICE OF CORPORATION
97 SEP 24 PM 12:04
0-0000000000

SN SEP 24 1997

00624

W97-21947



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 24, 1997

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301-2607

SUBJECT: FIRST TIME AGAIN, INC.
Ref. Number: W97000021947

RESUBMIT

Please give original
submission date as file date.

We have received your document for **FIRST TIME AGAIN, INC.** and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The document must have original signatures.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 097A00047315

97 SEP 25 AM 9:21
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

FIRST TIME AGAIN, INC.

FILED
97 SEP 24 AM 9:35
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is **FIRST TIME AGAIN, INC.**

SECOND: The street address, wherever located, of the principal office of the corporation is 3184 Columbrina Circle, Port St. Lucie, Florida 34952.

The mailing address, wherever located, of the corporation is 3184 Columbrina Circle, Port St. Lucie, Florida 34952.

THIRD: The number of shares that the corporation is authorized to issue is one hundred, all of which are without par value and are of the same class and are to be Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is 104 Crandon Boulevard, Room 419, Key Biscayne, Florida 33149.

The name of the initial registered agent of the corporation at the said registered office is Maria J. Galan.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

NAME

CORPORATION SERVICE COMPANY

ADDRESS

1201 Hays Street
Tallahassee, FL 32301

SIXTH: The purposes for which the corporation is organized are to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

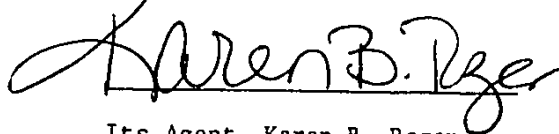
SEVENTH: The duration of the corporation shall be perpetual.

EIGHTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

NINTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on September 22, 1997.

CORPORATION SERVICE COMPANY

A handwritten signature in dark ink, appearing to read "Karen B. Rozar", is written over a horizontal line.

Its Agent, Karen B. Rozar

FILED
97 SEP 24 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: Maria J. Galan
Maria J. Galan

Date: