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ACCOUNT NO. : 072100000032

REFERENCE : 542411 7136769

AUTHORIZATION : *Patricia Pizant*

COST LIMIT : \$ 70.00

ORDER DATE : September 24, 1997

ORDER TIME : 12:34 PM

ORDER NO. : 542411-005

CUSTOMER NO: 7136769

700002304217--2

CUSTOMER: Mr. Mathew Jensen
MR. MATHEW JENSEN

7401 Nw 34th Street

Fort Lauderdale, FL 33319

DOMESTIC FILING

NAME: LIVINGSTONE ENTERPRISES, 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: Kim Clemons

EXAMINER'S INITIALS: _____

97 SEP 25 AM 9:31
 97 SEP 25 PM 4:14
 TALLAHASSEE, FLORIDA
 DIVISION OF CORPORATION
 P.M. P.F.D.

SN SEP 26 1997.

FILED
97 SEP 25 AM 9:31
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
LIVINGSTONE ENTERPRISES, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

LIVINGSTONE ENTERPRISES, INC.

The address of the principal office of this corporation shall be 7401 Northwest 34th Street, Lauderdale, Florida 33319, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

Mr. Mathew Jensen


7401 Northwest 34th Street
Lauderhill, Florida 33319

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporate Agents, Inc.
1201 Hays Street
Tallahassee, Florida 32301

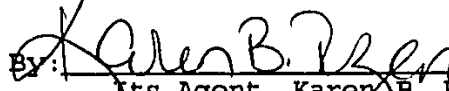
The undersigned incorporator has executed these Articles of Incorporation on September 25, 1997.



Its Agent, Karen B. Rozar
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

Its Agent, Karen B. Rozar
Authorized Service Representative
Corporation Service Company

TALLAHASSEE, FLORIDA
91 SEP 25 AM 9:31
FILED

MPD/KIM CLEMONS