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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 110432003053

CONTACT: ~~JOHN W. WILSON~~ *Greg Kuroda*  
PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: MARY ELLEN CORP.

AUDIT NUMBER.....H97000016993

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 5

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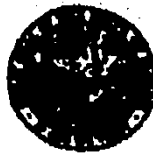
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FLORIDA DEPARTMENT OF STATE  
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Secretary of State

October 13, 1997

CORPORATE CREATIONS INTERNATIONAL INC

SUBJECT: MARY ELLEN CORP.  
REF: W97000023338

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION  
OF  
MARY ELLEN CORP.

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ARTICLE I - NAME

The name of this corporation is MARY ELLEN CORP.

ARTICLE II - PRINCIPAL ADDRESS

1600 W. Oakland Park Blvd., Ft. Lauderdale, Florida 33310

ARTICLE III - COMMENCEMENT

This Corporation shall commence on the date of execution and acknowledgement of these Articles.

ARTICLE IV - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of \$0.10, par value, common stock.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 500 South Australian Avenue, 10th Floor, West Palm Beach, Florida 33401 and the name and address of the initial registered agent is Kenneth A. Treadwell, 500 South Australian Avenue, 10th Floor, West Palm Beach, Florida 33401.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors shall be established by the Bylaws and may be either increased or diminished from time to time as provided in the

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LEWIS, VEGOSEN, ROSENBACH & SILBER, P.A.  
500 SOUTH AUSTRALIAN AVENUE 10TH FLOOR, WEST PALM BEACH, FLORIDA 33401  
Kenneth Treadwell, Esquire FL Bar #165702  
Lewis, Vegosen, Rosenbach & Silber, P.A.  
500 South Australian Avenue, 10th Floor  
West Palm Beach, FL 33401  
(561) 659-3300  
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Bylaws. The name and address of the Initial Director of the Corporation are:

Mary Ellen Marshall  
955 Evergreen Drive  
Delray Beach, Florida 33483

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

Kenneth A. Treadwell  
500 South Australian Avenue - 10th Floor  
West Palm Beach, Florida 33401

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

ARTICLE X - INDEMNIFICATION

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the Corporation shall indemnify its Officers and Directors and former Officers and Directors against expenses (including attorneys fees), judgments, fines and amounts paid in settlement arising out of his or her services as an Officer or Director of the Corporation.

ARTICLE XI - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Stockholders is subject to this reservation.

ARTICLE XII - MANAGEMENT OF CORPORATION BY STOCKHOLDERS

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the Stockholders of this Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

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LEWIS, VEGOBEN, ROSENBAUM & SILBER, P.A.  
100 SOUTH AUSTRALIAN AVENUE 10TH FLOOR, WEST PALM BEACH, FLORIDA 33401

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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 13th day of October, 1997.

Kenneth A. Treadwell  
Kenneth A. Treadwell, Incorporator

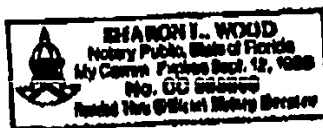
STATE OF FLORIDA )  
 ) SS.:  
COUNTY OF PALM BEACH )

I HEREBY CERTIFY that on this day personally came and appeared before me, the undersigned Notary Public authorized to take acknowledgments in the state and county set forth above, KENNETH A. TREADWELL, known to me, and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 13th day of October, 1997.

Sharon L. Wood  
SHARON L. WOOD  
Notary Public, State of Florida  
Commission No. CC 288368

My commission expires:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,  
THE FOLLOWING IS SUBMITTED:

FIRST -- THAT MARY ELLEN CORP., DESIRING TO ORGANIZE OR QUALIFY  
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF  
BUSINESS AT THE CITY OF FT. LAUDERDALE, STATE OF FLORIDA, HAS NAMED  
KENNETH A. TREADWELL LOCATED AT 500 SOUTH AUSTRALIAN AVENUE, 10TH  
FLOOR, CITY OF WEST PALM BEACH, STATE OF FLORIDA, AS ITS AGENT TO  
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: Kenneth A. Treadwell  
Kenneth A. Treadwell, Incorporator

DATED: October 13, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: Kenneth A. Treadwell  
Kenneth A. Treadwell, Registered Agent

DATED: October 13, 1997

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LEWIS, VEGOBEN, ROSENBAUM & SILBER, P.A.  
500 SOUTH AUSTRALIAN AVENUE 10TH FLOOR, WEST PALM BEACH, FLORIDA 33402

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