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STORAGE, LUPINO & GREGG
ATTORNEYS AT LAW
A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS
5975 SUNSET DRIVE • SUITE 504
MIAMI, FLORIDA 33143
(305) 661-4221
FAX NO. 665-2334

MICHAEL R. STORAGE, P.A.
JAMES S. LUPINO, P.A.
MARK H. GREGG, P.A.

October 29, 1997

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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⑨ ****122.50 ****122.50

Re: BUTTONWOOD ENTERPRISES, INC.
O/F# 97-6015

Gentlemen:

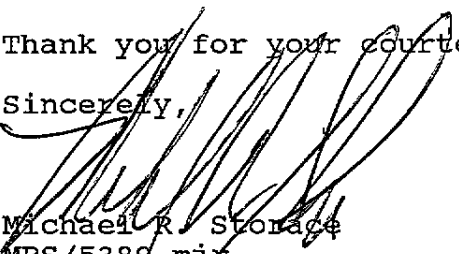
Enclosed please find the following to set up the above referenced corporation.

1. Original Articles of Incorporation of BUTTONWOOD ENTERPRISES, INC., and one copy for a certified copy to be returned to the undersigned.
2. Certificate of Designation of Registered Agent.
3. Law Offices of Michael R. Storage, P.A. check # 10190 in the sum of \$122.50 to set up corporation.

If you have any questions, please contact the undersigned at (305) 661-4221.

Thank you for your courtesies.

Sincerely,


Michael R. Storage
MRS/5389.mjx

cc: Betty Yarborough

Margie GAVE
AUTHORIZATION BY PHONE TO
CORRECT art XL
DATE 11/3/97
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
BUTTONWOOD ENTERPRISES, INC.

WE, the undersigned incorporators of this corporation under Florida Statute 607, as amended, adopt the following Articles of Incorporation.

ARTICLE I

Name

The name of this corporation is: **BUTTONWOOD ENTERPRISES, INC.**

ARTICLE II

Purposes

The general nature of the business and the objects and purposes proposed to be transacted and carried on by and powers of this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do.

To purchase, lease or otherwise acquire, own, hold, use, improve, build upon, construct, equip, license, manage and operate, mortgage, sell, let, convey or otherwise dispose of, real and personal property, either within or without the State of Florida, in the United States, and in foreign countries, and any interest therein, necessary or convenient for the purposes herein expressed, including stores, shops, plants and commissaries to be used in or in connection with its business.

To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises and contracts of every kind; to cause to be formed, to promote and to aid in any way in the formation of any corporation, domestic or foreign.

To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, associations, state

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governments or other bodies.

To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporates to manufacture and sell products under any trademark, letters, patent or copyrights, and grant licenses to do the same, and to carry on any business, manufacturing, or otherwise, which may directly or indirectly effectuate these objects or any of them.

To carry on the business of import and export of general merchandise for all foreign and domestic markets, to export from and import into the United States, its territories and possessions and any and all foreign countries, as principal or agent, and to act as brokers, commissionmen, factors, franchisers, franchisees, and agents for the buyers and sellers, both foreign and domestic, merchandise of every kind or nature, and to sell, purchase and deal in with merchandise of every kind of nature.

To acquire the goodwill, rights, and property, and to undertake the whole or any part of the assets or liabilities of any person, firm association, or corporation; to pay for the same in cash, the stock of this corporation, bonds, or otherwise; to hold or in any manner dispose of the whole or any part of the property so purchase; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

To enter into, make and perform contract of every kind with any person, firm, association, partnership, syndicate, entity, or corporation, domestic or foreign, municipality, body politic, country,

territory, state government, or colony or dependency thereof, domestic or foreign.

To purchase or otherwise acquire, hold, sell, exchange, pledge, hypothecate, underwrite, deal in and dispose of stocks, bonds, notes, debentures, or other evidences of indebtedness and obligations securities of any corporation, company, association, partnership, syndicate, entity, or person, domestic or foreign, or of any domestic or foreign state government, or governmental authority, or of any political or administrative subdivision or department thereof, and certificates or receipts of any kind representing or evidencing any interest in any such stocks, bonds, notes, debentures, evidences of indebtedness, obligations or securities to issue its own shares of stock, bonds, notes, debentures or other evidences or indebtedness, obligations, securities, certificates, or receipts purchased or required by it; and, while the owner or holder of any such stocks, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates, or receipts to exercise all the rights of ownership in respect thereof; and to the extent now or hereafter permitted by law, to aid by loan, subsidy, guarantee, or otherwise those issuing creating, or responsible for any such stocks, bonds, notes, debentures, evidences or indebtedness, obligations, securities, certificates or receipts.

To have offices, conduct its business, and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories and colonies of the United States, and in foreign countries, without restrictions as to place or amount.

In general, to carry on any other business or enterprise and

exercise all or any of the corporate powers which may be carried on or exercised by a corporation organized under Chapter 607, Florida Statutes as amended, not forbidden by the laws of the State of Florida.

And further, to do and perform and cause to be done or performed each, any, and all of the acts and things have enumerated, or otherwise granted or permitted by law, and any and all other acts and things insofar as the same may be incidental to or include in any or all of the general powers given, and:

To do all acts and things and conduct and carry on all business and enterprises to the same extent as any natural which is not specifically prohibited by the laws of the State of Florida, United States of America any rule or regulation promulgated thereunder.

The said corporation may perform any part of its business outside the State of Florida, in other states, territories, or possessions of the United States, and in all foreign countries.

ARTICLE III

Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is Seven Hundred Fifty (750.00) shares of common stock at One Dollar (\$1.00) par value.

ARTICLE IV

Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all purposes shall be vested exclusively in the holder of the outstanding shares of stock.

ARTICLE V

Duration

This corporation is to have perpetual existence commencing on the date of filing of these Articles of Incorporation.

ARTICLE VI

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he may already hold, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

Initial Office

The street address of the initial registered office and the principal office of this corporation is 296 Buttonwood Drive, Key Largo, Florida, 33037, and the name of the initial registered agent of this corporation at that address is Betty Yarborough.

ARTICLE VIII

Directors

The initial number of directors of this corporation shall be one (1). The number of directors may be either increased or decreased from time to time by the By-Laws but shall never be less than one (1).

The names and addresses of the members of the first Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and Corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or

until their successors are elected and have qualified, are:

<u>Name</u>	<u>Address</u>
Betty Yarborough	296 Buttonwood Drive Key Largo, FL 33037

ARTICLE X

Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted.

ARTICLE XI

The corporation shall have the further right and power to:

From time to time determine whether and to what extent and at what times and places, and under what conditions and regulations, the accounts and books of this corporation (other than the stock book) of any of them shall be open to inspection of stockholders; and no document of this corporation except as conferred by statute, unless authorized by a resolution of the stockholders or Board of Directors.

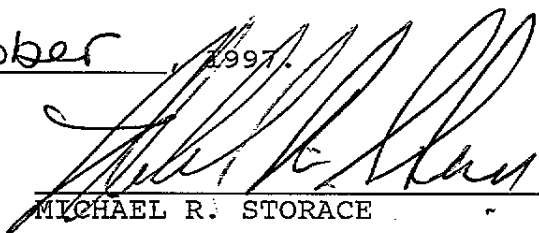
The Corporation may in its by-laws confer powers upon its Board of Directors or officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

Both stockholders and directors shall have power, if the by-laws so provide, to hold their respective meetings, and to have on or more offices within or without the State of Florida, and to keep the books of this corporation (subject to the provisions of the Statutes of the State of Florida) outside the State of Florida, at such places as may from

time to time be designated by the Board of Directors.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by Statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

Dated this 29 day of October, 1997.


MICHAEL R. STORACE


Michael R. Storace, Esq.
5975 Sunset Drive, Ste 504
Miami, Florida 33143

STATE OF FLORIDA)
COUNTY OF Dade) SS:

THE foregoing instrument was acknowledged before me this 29th day of October, 1997 by MICHAEL R. STORACE, who is personally known to me or who has produced personally known as identification.



MARJORIE REIGN
My Commission CC478308
Expires Jul. 06, 1999
Bonded by HAI
800-422-1555


NOTARY PUBLIC

MARJORIE REIGN
PRINT NAME

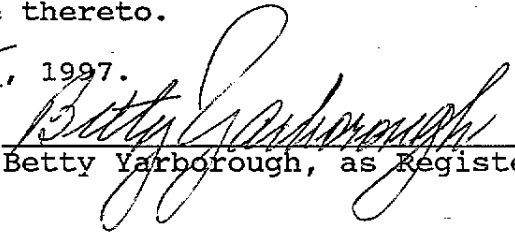
July 6, 1999
COMMISSION EXPIRES

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BUTTONWOOD ENTERPRISES, INC.
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

The undersigned having been named Registered Agent to accept service of process for the above stated BUTTONWOOD ENTERPRISES, INC., a Florida Corporation, at the place designated in this Certificate, the undersigned BETTY YARBOROUGH, whose address is 296 Buttonwood Drive, Key Largo, Florida 33037 does hereby accept to act in that capacity, and agrees to comply with the provisions of Florida Statutes relative thereto.

DATED: Oct. 25, 1997.


Betty Yarbrough, as Registered Agent

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