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STEVEN A. SCIARRETTA, P.A.

ATTORNEYS AT LAW

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Boca Raton, Florida 33431
TELEPHONE: (407) 368-7978
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Asset Protection
Business and Taxation Planning
Probate Administration
Trusts and Estate Planning

VIA EXPRESS MAIL

October 23, 1997

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-11/03/97-01131-003
****122.50 ****122.50

RE: XMAS TREES, INC.

Dear Sir/Madam:

Enclosed you will find a check in the amount \$122.50 as payment for all initial fees due in order to create and certify the above referenced corporation.

Also, enclosed you will find one original and one photocopy of the fully executed Articles of Incorporation for XMAS TREES, INC..

Please return a certified copy of the Articles of Incorporation, once filed, to me at our address as set forth above. A pre-paid Federal Express return envelope has been enclosed for your convenience.

Should you have any further questions or comments as regards this matter, please do not hesitate to contact me at my toll-free telephone number 1-800-545-8454.

Sincerely,
STEVEN A. SCIARRETTA, P.A.

STEVEN A. SCIARRETTA, ESQ.

SAS:mn

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ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is XMAS TREES, INC..

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be:

2300 Glades Road
Suite 302E
Boca Raton, Florida 33431

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 of no par value common stock which shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2300 Glades Road, Suite 302E, Boca Raton, Florida 33431 and the name of the initial registered agent of this corporation at that address is Steven A. Sciarretta, Esquire.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall initially have one (1) Director to hold office until the first annual meeting of stockholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-Laws of the corporation. The name and address of the initial Director is:

Sean Stepelton
S.E. 8th Street
Pompano Beach. FL 33062

ARTICLE VII - INCORPORATOR

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

Sean Stepelton

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DIVISION OF CORPORATIONS
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2395 S.E. 8th Street
Pompano Beach. FL 33062

ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation 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 IX - INDEMNIFICATION

The corporation shall indemnify any officer or Director, or any former officer or Director, to the full extent permitted by law.

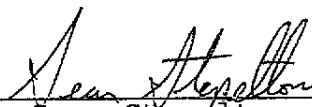
ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated this 23 day of October, 19 97

Sean Stepelton



By: Sean Stepelton, Incorporator

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 607.0501, Florida Statutes, the following is submitted:

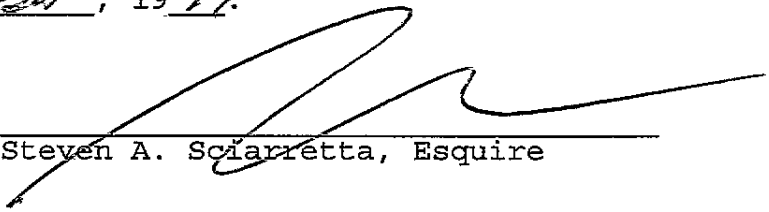
First that Sean Stepelton, desiring to organize or qualify under the laws of the State of Florida, has named Steven A. Sciarretta, Esquire, located at 2300 Glades Road, Suite 302E, Boca Raton, Florida 33431, as its agent to accept service of process within Florida.

Dated this 23 day of October, 1997.


Sean Stepelton, Incorporator

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. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 23 day of October, 1997.


Steven A. Sciarretta, Esquire

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