

P97000099055

TRANSMITTAL LETTER

Date: November 12, 1997

Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

300002348428--8
-11/17/97--01033--015
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for **UNDER LIGHT INC.** along with a check in the amount of \$ 70.00 for filing fee and designation of registered agent.

We are enclosing a copy of the ARTICLES and respectfully request that you stamp it and return it to us.

Please mail the REGISTRATION LETTER and stamped copy of ARTICLES to:

**Michael D. Pasek
c/o Tax Centers, Inc.
4851 85th Avenue
Pinellas Park, FL 33781**

FILED
97 NOV 17 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thank you.

Dmc
11/20/97

Articles of Incorporation

FILED

97 NOV 17 PM 2:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is: **UNDER LIGHT INC.**

2. The principal place of business and mailing address of the corporation is:
7290 Penzance Blvd., Apt. 410, Fort Myers, FL 33912

3. The corporation shall have the authority to issue 1,000 shares of common stock, in one class only, each with a par value of \$ 0.10.

4. The registered agent of the corporation is Michael D. Pasek and the registered address is: 4851 85th Avenue, Pinellas Park, FL 33781.

5. The initial Board of Directors shall have two members whose names and addresses are as follows:

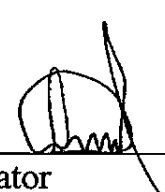
Jerzy Dobryniewski, 7290 Penzance Blvd., Apt. 410, Fort Myers, FL 33912

Anna Durka, 7290 Penzance Blvd., Apt. 410, Fort Myers, FL 33912

The number of directors may be raised or lowered by amendment of the bylaws of the corporation but shall in no case be less than one.

6. The incorporator of this corporation is Jerzy Dobryniewski whose address is 7290 Penzance Blvd., Apt. 410, Fort Myers, FL 33912.

Dated 11. 12. 97.



Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 am familiar with and accept the obligations of my position as registered agent.

Dated 11/12/97



Registered Agent