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LAW OFFICES
JIM E. SOLOMON & ASSOCIATES, P.A.

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November 18, 1997

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

900002353609--8
-11/21/97--01012--013
*****70.00 *****70.00

Re: Florida Incorporation

Dear Sir or Madam:

I am enclosing for filing the original and one (1) copy of the Articles of Incorporation and Certificate of Designation of Registered Agent/ Registered Office for a Florida incorporation, together with this Firm's check in the amount of \$70.00 for filing the Articles and for Designation of Registered Agent.

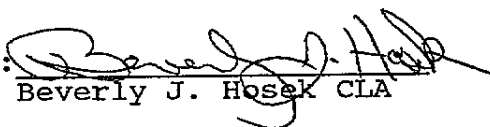
Please file the same and return the filed copy in the self-addressed, stamped envelope enclosed herewith for your convenience.

Thank you for your cooperation in this matter.

Very truly yours,

JIM E. SOLOMON & ASSOCIATES, P.A.

By:


Beverly J. Hosek CLA

bjh
Enclosures

cc: Client

P. Hall

NOV 24 1997

ARTICLES OF INCORPORATION
OF
FLOOF, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Sole 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: FLOOF INC.

The address of the principal office of this Corporation shall be: 3055 Estates Drive, Pompano Beach, Florida 33069, 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 1,000 shares of common stock, with a par value of \$1.00 per Share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the Corporation shall be: 3055 Estates Drive, Pompano Beach, Florida 33069; and the name of the initial Registered Agent of the Corporation at that address is: Dolores Manin.


ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This Corporation shall have one (1) Director initially. The name and street address of the initial Director who shall hold office for the first year of the Corporation, or until her successor is elected or appointed is: **Dolores Manin**, 3055 Estates Drive, Pompano Beach, Florida 33069.

The undersigned has executed these Articles of Incorporation this 18 day of November, 1997.


Dolores Manin,
Sole Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned Corporation, organized under the Laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the Corporation is:

FLOOF, INC.

2. The name and address of the Registered Agent and office is:

Dolores Manin
3055 Estates Drive
Pompano Beach, Florida 33069

By: *Dolores Manin*
Dolores Manin,
Sole Incorporator

Date: November 18, 1997

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 I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: *Dolores Manin*
Dolores Manin,
Registered Agent

Date: November 18 1997