



THE UNITED STATES
CORPORATION
COMPANY

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DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 673818 7142895

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : January 19, 1998

ORDER TIME : 10:34 AM

ORDER NO. : 673818-005

CUSTOMER NO: 7142895

CUSTOMER: Mr. Leonard G. Konsker, Cpa
MR. LEONARD G. KONSKEK, CPA

309 Madison Street

Westbury, NY 11590

200002404932--0

DOMESTIC FILING

NAME: BEMUSED, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

BEMUSED, INC.

The undersigned 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:

BEMUSED, INC.

The address of the principal office of this corporation shall be 5598 Whitney Drive, Apartment B-102, Delray Beach, Florida 33484, 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 1000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have 1 Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Sascha Segan	5598 Whitney Drive, Apartment B-102, Delray Beach, Florida 33484
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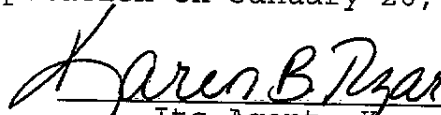
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ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporate Agents, Inc
1201 Hays Street
Tallahassee, Florida 32301

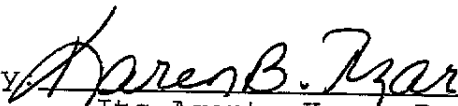
The undersigned incorporator has executed these Articles of Incorporation on January 20, 1998.



Its Agent, Karen B. Rozar
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By 

Its Agent, Karen B. Rozar

Authorized Service Representative
Corporation Service Company

LH/ANDREW CUMPER