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DAVID SILVERMAN, ESQ.
1101 Hillcrest Ct. #114
Hollywood, Fl. 33021
(954)961-3307

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, Fl. 32314

Secretary of State:

Enclosed please find the Articles of Incorporation to be filed for Steve and Merrie, Inc. and Moto Alarm, Inc. I do not need certificates or certified copies. I've also enclosed photocopies of the articles; please return date stamped copies to me. Enclosed is a check for \$140 to cover both corporations. I am an attorney and my Florida Bar Assn. number is 0086517.

Thank you very much.

Sincerely,

David Silverman, Esq.

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140.00 **70.00

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98 JAN 26 PM 12:51
SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA

CB
1-27-98

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Steve and Merrie, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3300 North Port Royale Dr., Ste. 305
Ft. Lauderdale, Fl. 33305

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Stephen J. Kaplan
3300 North Port Royale Dr., Ste. 305
Ft. Lauderdale, Fl. 33305

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Stephen J. Kaplan
3300 North Port Royale Dr., Ste. 305
Ft. Lauderdale, Fl. 33305

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

7th day of JANUARY, 1998.

x Stephen J. Kaplan
Signature

Notarization is not required.

ARTICLE VI DIRECTOR(S) OFFICER(S) SHAREHOLDER(S)

The name(s) and street address(es) of the director(s) are:

Stephen J. Kaplan
3300 North Port Royale Dr., Ste. 305
Ft. Lauderdale, Fl. 33305

Merrie A. Kaplan
3300 North Port Royale Dr., Ste. 305
Ft. Lauderdale, Fl. 33305

The name(s) and street addresses of the officer(s) are:

Stephen J. Kaplan, President
3300 North Port Royale Dr., Ste. 305
Ft. Lauderdale, Fl. 33305

The name(s) and street addresses of the shareholder(s) are:

Stephen J. Kaplan (90 shares)
3300 North Port Royale Dr., Ste. 305
Ft. Lauderdale, Fl. 33305

Merrie A. Kaplan (10 shares)
3300 North Port Royale Dr., Ste. 305
Ft. Lauderdale, Fl. 33305

CERTIFICATE OF DESIGNATION OF
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:

Steve and Merrie, Inc.

2. The name and address of the registered agent and office is:

Stephen J. Kaplan
3300 North Port Royale Dr., Ste. 3
Ft. Lauderdale, Fl. 33305

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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.

X

Stephen J. Kaplan
(Signature)

1/7/98
(Date)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL. 32314