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March 5, 1998

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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Re: Licensing Enterprises International, Inc.

Pursuant to your letter dated March 3, 1998, please find enclosed the original and one copy of the corrected Articles of Incorporation for the above referenced entity. Please file this document and return a certified copy to me.

Thank you for your assistance in this regard.

Very truly yours,

JACK A. KIRSCHENBAUM

JAK:tla

Enclosures

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FILED
98 MAR -9 AM 8:30
TALLAHASSEE, FLORIDA

CB
3-10-98

ARTICLES OF INCORPORATION
OF
LICENSING ENTERPRISES INTERNATIONAL, INC.

ARTICLE I - NAME

The name of this corporation is LICENSING ENTERPRISES INTERNATIONAL, INC.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE III - PURPOSE

The nature of the business or purposes to be conducted or promoted are: To manufacture, design, construct, own, use, buy, sell, lease, hire and deal in and with articles and property of all kinds and to render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

FILED
98 MAR -9 AM 8:30
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series, as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1800 West Hibiscus Blvd., Suite 138, Melbourne, Florida 32901, and the name of the initial registered agent of this corporation at that address is JACK A. KIRSCHENBAUM.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
ELIZABETH J.M. BOYD	402 High Point Drive Cocoa, FL 32926

ARTICLE IX - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
JACK A. KIRSCHENBAUM	1800 W. Hibiscus Blvd., #138 Melbourne, FL 32901

ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI

APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XII - COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XIII - INDEMNIFICATION

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

ARTICLE XIV - AMENDMENT

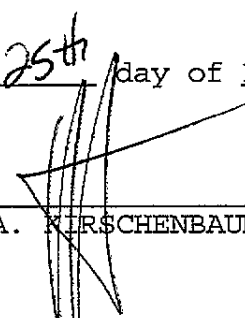
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XV - PRINCIPAL OFFICE

The principal office address and mailing address of this corporation shall be: 402 High Point Drive, Cocoa, FL 32926.

IN WITNESS WHEREOF, the undersigned subscriber has executed

these Articles of Incorporation this 25th day of February, 1998.



JACK A. KIRSCHENBAUM, INCORPORATOR

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is
submitted in compliance with said Act:

FIRST that LICENSING ENTERPRISES INTERNATIONAL, INC., desiring
to organize under the laws of the State of Florida, with its
principal office as indicated by the Articles of Incorporation in
the City of Cocoa, County of Brevard, State of Florida, has named
JACK A. KIRSCHENBAUM, located at 1800 W. Hibiscus Boulevard, Suite
138, Melbourne, Florida 32901, as its agent to accept service of
process within this State.

FILED
98 FEB 25 AM 8:30
CLERK OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT

Having been named to accept service of process for the above-
stated corporation at the place designated in this certificate, I
hereby accept to act in this capacity and agree to comply with the
provisions of said Act relative to keeping open said office.



JACK A. KIRSCHENBAUM (S)