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ALL LIGHTING, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 16 PM 12:22

1500 PRESIDENTIAL WAY #505
WEST PALM BEACH, FL 33401

FEBRUARY 28, 1998

Secretary of State
Capitol Building
Tallahassee, Florida
32304

Attention: Corporation Division

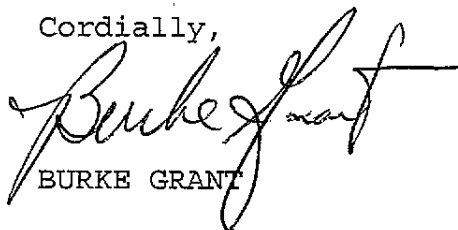
RE: ALL LIGHTING, INC.

Dear Sir:

Please accept for filing, the Articles of Incorporation and the Resident Agent form which designates the Resident Agent for the above-captioned corporation. Enclosed is our check in the amount of \$70.00 to cover the following fees:

Filing Original Articles of Incorporation	\$ 35.00
Resident Agent Fee	<u>35.00</u>
Total	\$ 70.00

Cordially,


BURKE GRANT

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*****70.00 *****70.00

CERTIFICATE OF INCORPORATION

-OF-

ALL LIGHTING, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation is ALL LIGHTING, INC.

ARTICLE II. DURATION

The term of existence of the corporation is perpetual.

ARTICLE III. PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 1,000,000, all of which shall be common shares with par value of \$0.01.

ARTICLE V. REGISTERED OFFICE

The street address and mailing address of the principal place of business is 1500 PRESIDENTIAL WAY #505, WEST PALM BEACH, FL 33401 and the street address of the initial registered office of the corporation is 1500 PRESIDENTIAL WAY #505, WEST PALM BEACH, FL 33401 and the name of the initial registered agent is BURKE GRANT.

ARTICLE VI. DIRECTORS

The Board of Directors of the corporation shall consist of one member, but may be increased or decreased by a resolution of the Board of Directors adopted in the manner provided in the Bylaws of the corporation, provided that in no event shall the Board of Directors consist of less than one member.

The name and address of the Director which constitutes the first Board of Directors of the Corporation is:

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NAME
BURKE GRANT

ADDRESS
1500 PRESIDENTIAL WAY #505
WEST PALM BEACH, FL 33401

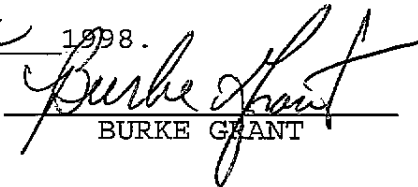
ARTICLE VII. INCORPORATORS

The name and address of the incorporator of the corporation is:

NAME
BURKE GRANT

ADDRESS
1500 PRESIDENTIAL WAY #505
WEST PALM BEACH, FL 33401

IN WITNESS WHEREOF, the undersigned have subscribed their names this 9th day of March 1998.


BURKE GRANT

STATE OF FLORIDA)

:ss

COUNTY OF PALM BEACH)

On this 9 day of March 1998, before me, the undersigned officer, personally appeared as BURKE GRANT, known to me to be the person whose name is subscribed to the within instrument, and acknowledged that they executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.


NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE

OFFICIAL NOTARY SEAL
CAROLE J KELLGREN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC479371
MY COMMISSION EXP. JULY 10, 1999

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STATE OF FLORIDA

SECRETARY OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

ALL LIGHTING, INC

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:


ALL LIGHTING, INC., a corporation organized under the laws of the state of Florida, with its principal office at 1500 PRESIDENTIAL WAY #505, WEST PALM BEACH, FL 33401 has named BURKE GRANT at 1500 PRESIDENTIAL WAY #505, WEST PALM BEACH, FL 33401, County of Palm Beach, as its agent to accept service of process within this state.

<u>OFFICERS</u>	<u>TITLES</u>	<u>SPECIFIC ADDRESSES</u>
BURKE GRANT	President/Dir	1500 PRESIDENTIAL WAY #505 WEST PALM BEACH, FL 33401

ACCEPTANCE

I agree as Resident Agent to accept Service of Process: to keep this office open during prescribed hours, to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by Law.

DATED: 3/16/98


BURKE GRANT
Resident Agent