

P00000028925

**INTERNATIONAL COMPANY
SERVICES (USA) INC.**

Providing International Business Consulting Since 1979

Atlantic Professional Building
1591 East Atlantic Blvd.
Suite 200
Pompano Beach, Florida
U.S.A. 33060

Telephone: (954) 943-1498
Facsimile: (954) 943-1499
E-mail: usa@icsl.com

March 26, 1998

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

SUBJECT: MICHAEL A. YOUNG, INC.
REF.Number: W98000006250

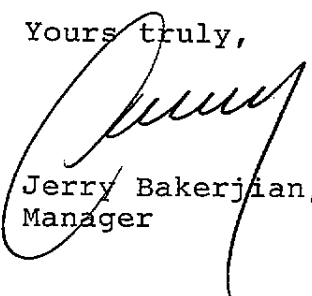
Dear Ms. Batten,

We are resubmitting the Articles of Incorporation of MICHAEL A. YOUNG, INC. It appears we mailed you the copies instead of the original. They should be in order now.

As for the registered agent, it is an active entity and a Florida Corporation. We have used this Corporation as registered agent before.

Thank you for your assistance in this matter.

Yours truly,


Jerry Bakerjian,
Manager

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JB/ab
Enc.

ARTICLES OF INCORPORATION
OF
MICHAEL A. YOUNG, INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a Corporation organized under the laws of the State of Florida, and all rights, duties and obligation of undersigned as incorporator, and those of the Corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I: NAME

The name of this Corporation shall be:

MICHAEL A. YOUNG, INC.

ARTICLE II: TERM OF EXISTENCE

This Corporation shall have perpetual existence unless dissolved by action of law.

ARTICLE III: NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is to do all things which natural persons might or could lawfully do in the premises.
The Corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE IV: CAPITAL STOCKS

The aggregate number of shares which the Corporation shall have authority to issue is the total sum of One hundred (100) shares, having an individual par value of \$1.00 per share.
Unless otherwise stated in these articles, or in a amendment to these articles, there shall be one (1) class of stock of this Corporation.

ARTICLE V: INITIAL CAPITAL

This corporation shall begin business with a capital of not less than ten thousand dollars (\$ 100.00).

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial Registered Agent of this corporation shall be:

Registered Agent: International Company Services (USA) Inc.

Registered Office: 1591 East Atlantic Blvd.
Pompano Beach, Florida 33060

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TALLAHASSEE, FLORIDA

ARTICLE VII: ADDRESS

The principal office of this corporation shall be at:

1591 East Atlantic Blvd.
Pompano Beach, Florida 33060

This corporation may have such other places of business in the State of Florida as the nature and progress of the business of the corporation shall, from time to time, render necessary move the principal office to any other address or place in Florida. Said corporation shall have the power to conduct its business outside the State of Florida, or in any and all of the several States and Territories of the United States, and any and all foreign countries and may have one or more offices in any of said places.

ARTICLE VIII: INCORPORATOR

The name and address of the incorporator executing these Articles of Incorporation is:

NAME: Harry Debroskey

ADDRESS: 1591 East Atlantic Blvd.
Pompano Beach, Florida 33060

ARTICLE IX: INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent of the law now or hereafter permitted.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13RD. day of March 1998.



HARRY DEBROSKEY, INCORPORATOR

STATE OF FLORIDA

COUNTY OF BROWARD

I hereby certify that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared:

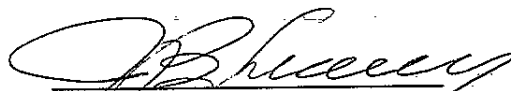
HARRY DEBROSKEY

to me known to be the person/s described as subscriber/s in and who executed the foregoing articles of incorporation, and he/they acknowledged before me that he/they subscribed to those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 13rd. of March, 1998.



J BAKERJIAN
My Commission CC379582
Expires Jun. 06, 1998
Bonded by HAI
800-422-1555



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent of
INTERNATIONAL COMPANY SERVICES (USA) INC. made in the foregoing Articles of Incorporation:

Date: 3/16/98

By: 
International Company Services (USA) Inc.
Jerry Bakerjian
Manager

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA