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MORGAN, CARRATT AND O'CONNOR, P.A.

HARRY G. CARRATT
FRANCIS D. O'CONNOR
TERRENCE P. O'CONNOR
MICHAEL E. O'CONNOR
GUS H. CARRATT
CHARLES R. MORGAN
(RETIRED)

SUITE 500 ADAMS BUILDING
2601 EAST OAKLAND PARK BOULEVARD
FORT LAUDERDALE, FLORIDA 33306

TELEPHONE 565-0501
AREA CODE 954

April 3, 1998

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-04/06/98-01074-011
****122.50 ****122.50

Re: Buggin Enterprises, Inc.

Gentlemen:

Enclosed please find original and copy of the Articles of Incorporation with Designation and Acceptance of Resident Agent for the above-named corporation, along with our check in the amount of \$122.50. Kindly return a certified copy of the Articles to the undersigned. Thank you.

Sincerely,

MORGAN, CARRATT AND O'CONNOR, P.A.

By:

Michael E. O'Connor

MEO:gf
Enclosures
cc: Client

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -6 AM 9:46

4-8-98
WOS

ARTICLES OF INCORPORATION OF
BUGGIN ENTERPRISES, INC.

FILED STATE
SECRETARY OF CORPORATIONS
98 APR -6 AM 9:46

The undersigned does hereby form a corporation under the laws of the State of Florida by and under the provisions of the Statutes of said State, providing for the formation, rights, privileges, immunities and liabilities of corporations for profit.

ARTICLE I

The name of the corporation shall be BUGGIN ENTERPRISES, INC., and its mailing address is 2601 E. Oakland Park Blvd, Suite 500, Ft. Lauderdale, FL 33306.

ARTICLE II

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time is five thousand (5,000) shares of common stock having a par value of One Dollar (\$1.00) per share. All of the shares of capital stock of the corporation are to be issued fully paid and non-assessable.

The holders of the common stock of the corporation shall have no pre-emptive rights as such holders to acquire any shares of stock or securities of any class that may at any time be issued by the corporation.

ARTICLE IV

The street address of the initial registered office of the corporation in the State of Florida until same is changed by authority and direction of the board of directors shall be as follows: 2601 East Oakland Park Boulevard, Suite 500, Ft. Lauderdale, FL 33306.

The initial registered agent is MICHAEL E. O'CONNOR.

ARTICLE V

The name and post office address of the incorporator to these Articles of Incorporation is as follows:

Name

Address

MICHAEL E. O'CONNOR

2601 E. OAKLAND PARK BLVD., #500
FT. LAUDERDALE, FL 33306

ARTICLE VI

The capital stock of this corporation may be paid for in money, property, labor or services, at a just valuation to be fixed by the board of directors. Stock in other corporations, or interests in other businesses, may be purchased by the corporation in return for the issuance of its capital stock, and the in return for the issuance of its capital stock, and the number of shares of stock of the corporation to be given as consideration for the stock of other corporations or interests in other businesses shall be determined by the board of directors of the corporation at a just valuation.

ARTICLE VII

The stockholders of the corporation are authorized to enter into agreements among themselves limiting the transferability and assignability of their shares of stock of the corporation, and/or conferring upon each other pre-emptive rights of purchase of stock owned by them in the corporation as a condition precedent to the sale of their shares of stock, and any such agreement of which the corporation has notice shall be recognized and observed by the directors, officers and agents of the corporation.

ARTICLE VIII

The initial by-laws shall be adopted by the board of directors. The power to alter, amend, or repeal the by-laws or to adopt new by-laws shall be vested in the board of

directors. The by-laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with these Articles of Incorporation.

ARTICLE IX

At a special meeting of the shareholders expressly called for that purpose, any director or the entire board of directors may be removed with or without cause by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

ARTICLE X

The corporation reserves the right from time to time to amend, alter, or repeal any provision in the Articles of Incorporation in any manner now or hereafter permitted by any applicable statute.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 3rd day of

APRIL, 1998.

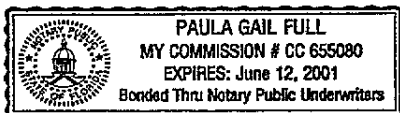

MICHAEL E. O'CONNOR

STATE OF FLORIDA
COUNTY OF BROWARD

Before me, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared **MICHAEL E. O'CONNOR**, to me well known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

Form of identification: Personally Known;
An oath was (was not) taken.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 3rd day of April, 1998.

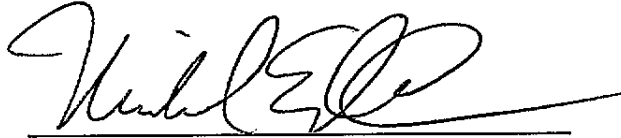



Notary public

My commission expires:

ACCEPTANCE BY REGISTERED AGENT

I am familiar with, and accept, the duties and responsibilities as registered agent
for the above corporation.

A handwritten signature in black ink, appearing to read "Michael E. O'Connor", written over a horizontal line.

MICHAEL E. O'CONNOR

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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