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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A.
CONTACT: BEVERLY F BRYAN
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NAME: ONCE LTD. CORP.

AUDIT NUMBER.....H98000010517

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 5, 1998

ATLAS PEARLMAN TROP & BORKSON

SUBJECT: ONCE LTD. CORP.
REF: W98000012918

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The use of the abbreviation "Ltd." does not clearly indicate that this is a corporation instead of a partnership. Therefore, please remove the abbreviation "Ltd." from the corporate name."

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H98000010517
Letter Number: 798A00031792

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ARTICLES OF INCORPORATION

OF

ONCE LIMITED CORP.

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be: ONCE LIMITED CORP.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 1900 Glades Road, #351, Boca Raton, Florida, 33431.

ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

CHARLES B. PEARLMAN, ESQ., FL BAR #235547
Atlas, Pearlman, Trop & Borkson, P.A.
200 East Las Olas Boulevard, Suite 1900
Fort Lauderdale, Florida 33301 Phone: (954) 763-1200

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ARTICLE IV
CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 1,000 shares of common stock, par value \$.001 per share.

ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

SOUTH FLORIDA REGISTERED AGENTS, INC.
c/o Atlas, Pearlman, Trop & Borkson, P.A.
200 E. Las Olas Blvd., #1900
Ft. Lauderdale, FL 33301

ARTICLE VII
BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially.

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ARTICLE VIII
INITIAL DIRECTORS

The names and addresses of the initial Directors of this Corporation are:

David Mayer
1900 Glades Road, #351
Boca Raton, FL 33431

Michelle Kennedy
1900 Glades Road, #351
Boca Raton, FL 33431

The persons named as initial Directors shall hold office for the first year of existence of this Corporation, or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is David Mayer, 1900 Glades Road, #351, Boca Raton, FL 33431.

ARTICLE X
INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

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ARTICLE XI
AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 20th day of MAY 1998.



David Mayer, Incorporator

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CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS

ONCE LIMITED CORP., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 1900 Glades Road, #351, Boca Raton, FL, 33431, has named SOUTH FLORIDA REGISTERED AGENTS, INC., whose address is c/o Atlas, Pearlman, Trop & Borkson, P.A., 200 E. Las Olas Blvd., #1900, Ft. Lauderdale, FL 33301, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

SOUTH FLORIDA REGISTERED AGENTS, INC.
(a Florida corporation)

By: Beverly F. Bryan
Beverly F. Bryan, President

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