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REPLY TO: Boca Raton

GARY J. DRUCKER
LISA BISAGNI
DAVID J. PASCUZZI
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July 17, 1998

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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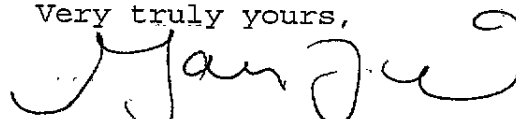
Re: Pauly & C. Designs, Inc.

Dear Sir/Madam:

Enclosed please find an original and one copy of Articles of Incorporation and our check in the amount of \$122.50 made payable to the Secretary of State in connection with the formation of the above-referenced profit corporation pursuant to Chapter 607 of the Florida Statutes.

Please return a certified copy of the Articles of Incorporation to the undersigned in the enclosed envelope provided.

Very truly yours,


Gary J. Drucker

GJD/tbm
Enclosures

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ARTICLES OF INCORPORATION

FOR

PAULY & C. DESIGNS, INC.

The undersigned, for the purpose of forming a Florida corporation pursuant to Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be:

PAULY & C. DESIGNS, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

747 Villa Portofino Circle
Deerfield Beach, Florida 33442

ARTICLE III. CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at one time is:

1,000,000 Shares of Common Stock

ARTICLE IV. REGISTERED AGENT

The name and address of the initial registered agent is:

Gary J. Drucker, Esquire
2300 Glades Road, Suite 400 East
Boca Raton, Florida 33431

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

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

Cheryl Lefkowitz
747 Villa Portofino Circle
Deerfield Beach, Florida 33442

ARTICLE VII. DIRECTORS

All corporate powers shall be executed by or under the authority of, and the business and affairs of the corporation shall be managed by, the Board of Directors. This corporation shall have two (2) directors, initially. The names and addresses of the initial members of the Board of Directors are:

Paul Lefkowitz
747 Villa Portofino Circle
Deerfield Beach, Florida 33442

Cheryl Lefkowitz
747 Villa Portofino Circle
Deerfield Beach, Florida 33442

ARTICLE VIII. OFFICERS

This corporation shall have two (2) officers initially. The names, addresses and position of the initial officers are:

Paul Lefkowitz, President
747 Villa Portofino Circle
Deerfield Beach, Florida 33442

Cheryl Lefkowitz, Vice President, Secretary and Treasurer
747 Villa Portofino Circle
Deerfield Beach, Florida 33442

ARTICLE IX. NATURE OF BUSINESS

This corporation may engage or transact in any and all lawful activities or businesses permitted under the laws of the United States, the State of Florida and any other state or territory.

The undersigned has executed these Articles of Incorporation this 16 day of July, 1998.



Cheryl Lefkowitz, Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

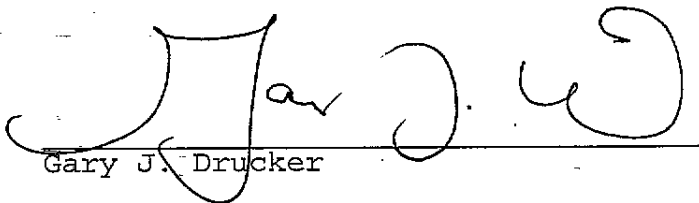
Pursuant to the provisions of section 607.0501 of the Florida Statutes, the corporation, PAULY & C. DESIGNS, INC., organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida:

The name and address of the registered agent/registered office is:

Gary J. Drucker
2300 Glades Road, Suite 400 East
Boca Raton, Florida 33431

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: July 16, 1998.



Gary J. Drucker

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