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LAW OFFICES
MICHAEL L. FRIEDMAN, P.A.

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Fourth Floor
Fort Lauderdale, FL, 33301

Tel- 954-767-3345
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August 6, 1998

**VIA CERTIFIED MAIL-
RETURN RECEIPT REQUESTED**

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

90000261 1979--3
-08/10/98--01096--012
***122.50 ***122.50

To Whom It May Concern:

On behalf of J.A.C DESIGNS, INC., I have enclosed an original and two copies of the Certificate of Incorporation, along with a check for \$122.50 from my firm for the initial filing fee and for a certified copy.

If you have any questions, comments or concerns regarding the enclosures, feel free to contact me at your convenience.

Sincerely,



Michael L. Friedman, Esq.
FOR THE FIRM

FILED
98 AUG 10 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH AUG 13 1998

CERTIFICATE OF INCORPORATION
OF
J.A.C DESIGNS, INC.

FILED
98 AUG 10 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business organization.

ARTICLE I

The name of the corporation shall be:

J.A.C. Designs, Inc.

ARTICLE II

The general nature of the business and objects and purposes proposed to be transacted and carried on, are to do any and all activities or businesses permitted under the laws of the United States and of this state, as fully and to the same extent as natural persons might or could do.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have

outstanding at any time shall be one thousand (1,000) shares of one cent (.01) par value, all Common Shares.

ARTICLE IV

AMOUNT OF CAPITAL TO BEGIN THE BUSINESS WITH

The amount of capital with which this corporation shall commence business is Five Hundred Dollars (\$500.00).

ARTICLE V

EXISTENCE OF CORPORATION

The existence of this corporation shall be perpetual unless sooner dissolved according to law.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS-

The principal place of business of the corporation shall be located at 1740 E. Hallandale Beach Blvd., Hallandale, FL, 33009, and the mailing address shall be the same.

ARTICLE VII

NUMBER OF DIRECTORS-

The number of directors of this corporation shall be 1.

ARTICLE VIII

The names and post office/mailing addresses of the first Board Of Directors and officers of this corporation shall be:

Denise Howard, President, 10314 SW 23 Court, Davie, FL. 33324.

ARTICLE IX

The directors of this corporation, in addition to the powers conferred by the laws of the state of Florida, shall have the power to make, alter, amend and repeal the By-Laws, and to set apart, out of any of the funds of the corporation available for dividends, a reserve or reserves for any proper purpose, and to alter or abolish such reserve.

The corporation reserves the right to amend, alter, change, or repeal any provisions contained in this Certificate of Incorporation, in any manner now or thereafter prescribed by law, and all rights conferred on officers, directors and stockholders herein are granted subject to this reserve.

ARTICLE X

REGISTERED AGENT- The name and post office/mailing and street address of the initial registered agent of this corporation is Michael L. Friedman, Esq., 2300 East Las Olas Blvd, Fourth Floor, Ft. Lauderdale, FL, 33301.

AFFIDAVIT

STATE OF FLORIDA

COUNTY OF BROWARD

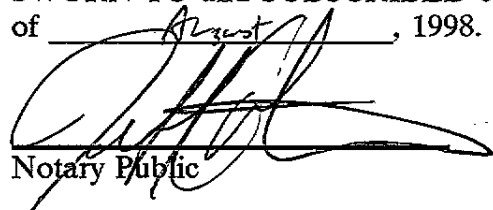
I, Michael Friedman, as initial registered agent, hereby declare that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

FURTHER AFFIANT SAYETH NOT.



MICHAEL L. FRIEDMAN

SWORN TO and SUBSCRIBED before me, this 1st day
of August, 1998.



Notary Public

My commission expires:

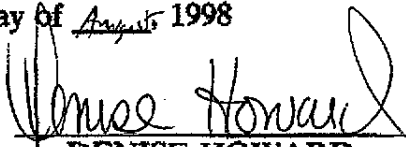


Jeffrey M. Ostrow
Commission # CC 722749
Expires March 8, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED
98 AUG 10 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE XI
INCORPORATORS' ACKNOWLEDGEMENT

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 1st day of August, 1998


DENISE HOWARD

AFFIDAVIT

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, authorized to administer oaths and take acknowledgements, personally appeared Denise Howard, who is known to me or provided _____ as identification, and who has acknowledged before me that she has executed the foregoing Certificate of Incorporation, and she has acknowledged before me that she has executed the same freely and voluntarily for the purposes therein expressed.

SWORN TO and SUBSCRIBED before me, this 1st day
of August, 1998.



Notary Public

My Commission Expires July 16, 2001
ina\mlf\soflaho\legal\affidavit.non
13085-29928

CC 664330



MICHAEL FRIEDMAN
COMMISSION # CC 664330
EXPIRES JUL 16, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.