

LAW OFFICES
LES H. STEVENS, ESQUIRE
301 YAMATO ROAD
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BOCA RATON, FLORIDA 33431

BOCA RATON: (561) 988-0299
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P98000091740

October 26, 1998

Via UPS Next Day Air
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

700002673407--2
-10/27/98--01058--010
****122.50 *****78.75

RE: The Thinking Cap, Inc. / Incorporation
Our File No. 98-176

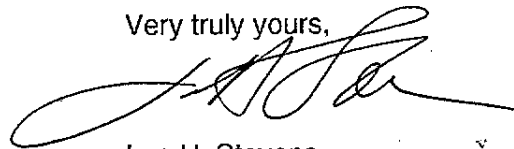
Gentlemen:

Enclosed are three (3) sets of the Articles of Incorporation for the above-referenced company, along with this firm's check in the sum of \$122.50, which represents the filing fee and fee for providing a certified copy of the filed document.

Please forward the Certificate of Incorporation to this office as soon as practicable. I have enclosed a UPS Airbill for your convenience.

Thank you for your assistance in this matter.

Very truly yours,



Les H. Stevens

LHS/ns
enclosures (check)

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

98 OCT 27 PM 12:59

FILED

adjc
10/28

ARTICLES OF INCORPORATION

OF

THE THINKING CAP, INC.

The undersigned Incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida General Corporation Act.

**ARTICLE I
NAME OF CORPORATION**

The name of this Corporation shall be:

THE THINKING CAP, INC.

**ARTICLE II
GENERAL NATURE OF BUSINESS**

The general purpose for which this Corporation is organized is to engage in any lawful activity or to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE III
AUTHORIZED SHARES**

The total authorized capital stock of this Corporation shall consist of 1000 shares of Common Stock, par value \$1.00 per share.

**ARTICLE IV
TERM OF EXISTENCE**

This Corporation shall exist perpetually.

**ARTICLE V
NAME AND ADDRESS OF CORPORATION & REGISTERED AGENT**

The street address of the Corporation's principal office and initial registered office of this Corporation in the State of Florida is 3984 NW 25th Way, Boca Raton, Florida 33434, and the initial registered agent of this Corporation at that address shall be ARTHUR MENCHER.

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98 OCT 27 PM 1:00
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE VI
NUMBER OF DIRECTORS

This Corporation shall have a Board of Directors composed of that number of Directors determined in accordance with the provisions of the Bylaws.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors is one; and the name and address of the initial member of the Board of Directors is:

ARTHUR MENCHER
3984 NW 25th Way
Boca Raton, Florida 33434

ARTICLE VIII
INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

ARTHUR MENCHER
3984 NW 25th Way
Boca Raton, Florida 33434

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal this
26th day of October, 1996.


ARTHUR MENCHER

The undersigned, ARTHUR MENCHER named as the registered agent in Article V of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges familiarity with, and accepts the obligations imposed upon registered agents under, the Florida General Corporation Act, including specifically Section 607.325.


ARTHUR MENCHER

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98 OCT 27 PM 1:00
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
 :
COUNTY OF PALM BEACH)

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 ARTHUR MENCHER, to me known to be the person described as Incorporator in, and who executed, the foregoing Articles of Incorporation and he acknowledged executing said Articles of Incorporation for the purposes therein set forth.

WITNESS my hand and official seal in the County and State named above this
26 day of October, 19 88


Notary Public

My Commission Expires:



Les H. Stevens
MY COMMISSION # CC708310 EXPIRES
March 5, 2002
BONDED THRU TROY FAIN INSURANCE, INC.