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FILED

98 OCT 29 AM 1:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sherry Levy
Requestor's Name

8366 E. BOCA GLADES Blvd.
Address

Boca Raton, Fl 33434
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Stems, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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WAS 21372
OCT 29 1998
P. Hall

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 18, 1998

SHERRY LEVY
8366 E BOCA GLADES BLVD
BOCA RATON, FL 33434

SUBJECT: STEMS, INC.
Ref. Number: W98000021372

We have received your document for STEMS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of incorporation must be prepared in compliance with section 607.0202, Florida Statutes. Please refer to this section of the law.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 398A00047298

ARTICLES OF INCORPORATION OF
STEMS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is STEMS, INC.

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be:

8366 East Boca Glades Boulevard
Boca Raton Beach, Florida 33434

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock, at .001 (1 cent) par value, which shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 8366 East Boca Glades Boulevard, Boca Raton, Florida 33434 and the name of the initial registered agent of this corporation at that address is Sherry Levy.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall initially have 1 (one) Director to hold office until the first annual meeting of stockholders and their successor(s) shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of Directors may either be increased or decreased from time to time in accordance with the By-laws of the Corporation. The names and addresses of the initial Directors are:

SHERRY LEVY
8366 East Boca Glades Boulevard
Boca Raton, Florida 33434

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

SHERRY LEVY
8366 East Boca Glades Boulevard
Boca Raton, Florida 33434

ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX - INDEMNIFICATION

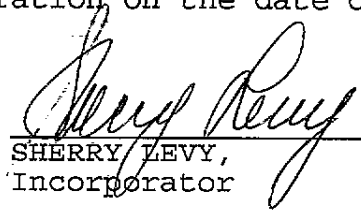
The corporation shall indemnify any Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: October 7, 1998.



SHERRY LEVY,
Incorporator

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

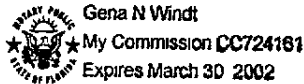
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I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared SHERRY LEVY, to me personally known or who provided as identification the following _____, to be the person described as the Incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS MY HAND AND OFFICIAL SEAL IN THE STATE AND COUNTY NAMED ABOVE THIS 7 DAY OF OCTOBER, 1998.

MY COMMISSION EXPIRES:

Gena N. Windt
NOTARY PUBLIC



Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served:

SHERRY LEVY, 8366 East Boca Glades Boulevard, Boca Raton, Florida 33434.

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative 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: October 7, 1998.

Sherry Levy
SHERRY LEVY

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