

Date October 01, 1998

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: C L S DESIGNS, Inc.
(name of corporation)

P98000104344

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$ 70.00

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

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-12/14/98--01084--001
*****70.00 *****70.00

Charles L. Smith
(individual's name)

C L S DESIGNS, INC.
(name of corporation)

MAILING ADDRESS OF CORPORATION	
C L S DESIGNS, INC.	
P. O. BOX 51194 Jacksonville Beach, Fl. 32240-1194	
PHONE	
(904)	241-3452
Area Code	Number

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

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ARTICLES OF INCORPORATION

of

CLS DESIGNS, INC.

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

CLS Designs, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue One Hundred shares (100) of Common Stock Dollar(s) (\$1.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:

NAME	Charles L. Smith		
ADDRESS	1969 Green Heron Point		
CITY	Jacksonville Beach	FLORIDA	ZIP 32250-2598

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	Charles L. Smith		
ADDRESS	1969 Green Heron Point		
CITY	Jacksonville Beach	STATE Florida	ZIP 32250-2598
NAME	Carole B. Smith		
ADDRESS	1969 Green Heron Point		
CITY	Jacksonville Beach,	STATE Florida	ZIP 32250-2598
NAME			
ADDRESS			
CITY		STATE	ZIP

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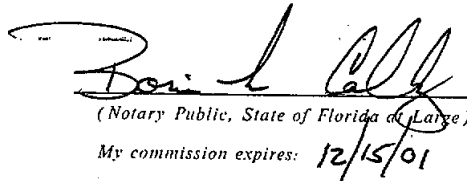
The names and addresses of the person(s) signing these Articles of Incorporation are as follows:

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 11 day of December 19 98.

(Seal)

CHARLES L. SMITH

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid,
this 11 day of December 1998.



CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

CLS DESIGNS, INC.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida
with its registered office as indicated in the Articles of Incorporation

at 1969 Green Heron Point

Jacksonville Beach, Florida 32250-2598

has named Charles L. Smith

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation
at the place designated in this certificate, I hereby accept to act in this capacity,
and agree to comply with the provisions of Florida Law in keeping open said
office.

Charles L. Smith
(registered agent)