ACCOUNT NO. : 072100000032

REFERENCE: 067472 7116036

AUTHORIZATION: Tatu

COST LIMIT : \$ 78.75

ORDER DATE: December 16, 1998

ORDER TIME : 11:0 AM

CORPORATION

ORDER NO. : 067472-005

CUSTOMER NO: 7116036

500002714065--

CUSTOMER: Ms. Hollie Gray

T. N. MURPHY, JR., P.A. T. N. MURPHY, JR., P.A.

Suite 410

980 North Federal Highway Boca Raton, FL 33432

DOMESTIC FILING

NAME: BOSS MURPHY'S (USA), INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

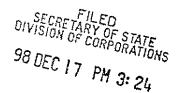
____PLAIN STAMPED COPY

_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

98 DEC 17 PM 3: 24



ARTICLES OF INCORPORATION OF BOSS MURPHY'S (USA), INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE ONE

NAME: The name of the Corporation is BOSS MURPHY'S (USA), INC.

ARTICLE TWO

<u>DURATION</u>: The corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE THREE

<u>PURPOSE</u>: This corporation is organized for the purpose of transacting any of all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or hereafter amended.

ARTICLE FOUR

<u>DIRECTORS</u>: This Corporation shall have **two (2) directors** initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one (1). The name and address of the directors are:

Michael M. Barry 1200 S.W. 11th Way Deerfield Beach, Florida 33441

> Gerry Murphy 6 Brooklawn Mount Merrian Dublin 6, Ireland

ARTICLE FIVE

INCORPORATORS: The name and residence address of the subscriber to these Articles of Incorporation is:

T.N. MURPHY, JR. 980 No. Federal Highway Suite 410 Boca Raton, Florida 33432

ARTICLE SIX

<u>CAPITAL STOCK</u>: The Corporation is authorized to issue One Hundred (100) shares of \$.01 cents par value common stock.

ARTICLE SEVEN

PREEMPTIVE RIGHTS: Every shareholder, upon the sale of cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which is offered to others.

ARTICLE EIGHT

<u>INITIAL REGISTERED OFFICE AND AGENT</u>: The street address of the initial registered office of this Corporation is 980 N. Federal Highway, Suite 410, Boca Raton, FL 33432 and the name of the registered agent is T.N. MURPHY, JR.

ARTICLE NINE

PRINCIPAL OFFICE: The principal office of this Corporation shall be at 980 N. Federal Highway, Suite 410, Boca Raton, FL 33432. The Board of Directors may, from time to time move the principal office to any other address in the State of Florida.

IN WITNESS WHEREOF, the incorporator has hereunto set his hand and seal this the
T.N. Murphy, Jr., Incorporator
STATE OF FLORIDA
COUNTY OF PALM BEACH
The foregoing instrument was acknowledged before me this/5 day of
personally known to me, or who has produced a driver's license or I.D. card as identification
and who did or did not take an oath.
(SEAL) Motary Public (SEAL)
My commission expires:

Hollie Sue Gray

My Commission CC757484

My Expires July 8, 2002

CERTIFICATE

DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That BOSS MURPHY'S (USA), INC. desiring to organize under the laws of the state of Florida with its principal office as indicated in the Articles of Incorporation, at the City of Boca Raton, County of Palm Beach, State of Florida, has named T.N. MURPHY, JR., located at 980 N. Federal Highway, Suite 410, Boca Raton, FL 33432 as its agent to accept service of process within this State.

DATED: December 15, 1998

T.N. MURPHY, JR., Incorporator

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated Corporation, at the place designated in the Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

T.N. MURPHY, JR., Registered Agent