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ACCOUNT NO. : 072100000032

REFERENCE: 098570 7174175

COST LIMIT : \$ 70.00

ORDER DATE : January 13, 1999

ORDER TIME: 9:49 AM

ORDER NO. : 098570-005

CUSTOMER NO: 7174175

600002756156--6

CUSTOMER: Mr. Michael Lester

MR. MICHAEL LESTER MR. MICHAEL LESTER

4319 Reflections Blvd. #24

Fort Lauderdale, FL 33351

STANDING ON THE MOON, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

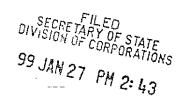
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

__ CERTIFIED COPY ___ PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:



ARTICLES OF INCORPORATION

OF

STANDING ON THE MOON, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

STANDING ON THE MOON, INC.

The address of the principal office of this corporation shall be 4319 Reflections Boulevard, Suite 204, Ft. Lauderdale, Florida 33351, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 4319 Reflections Boulevard, Suite 204, Ft. Lauderdale, Florida 33351, and the name of the initial registered agent of the corporation at that address is Michael Lester.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors are:

Michael Lester 4319 Reflections Boulevard,

Suite 204, Ft. Lauderdale, Florida 33351

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

The Company Corporation 1013 Centre Road Wilmington, Delaware 19805

The undersigned incorporator has executed these Articles of Incorporation on January 27, 1999.

Its Incorporator, Karen B. Rozar

CKS

SECRETARY OF STATE DIVISION OF CORPORATIONS

99 JAN 27 PM 2: 43

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN THE ARTICLES OF INCORPORATION

Michael Lester, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

STANDING ON THE MOON, INC.

Michael Lester is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Typed Name: Michael Lester