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LAW OFFICES
SULLIVAN, BAILEY AND BAILEY
A PROFESSIONAL ASSOCIATION

BART E. SULLIVAN (1910-1985)
PATRICK L. BAILEY
TIMOTHY L. BAILEY

SUITE 300 - BARNETT BANK BUILDING
2335 EAST ATLANTIC BOULEVARD
POMPANO BEACH, FLORIDA 33062
TELEPHONE (954) 941-4920
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January 22, 1999

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

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-01/25/99--01103--016
****122.50 *****78.75

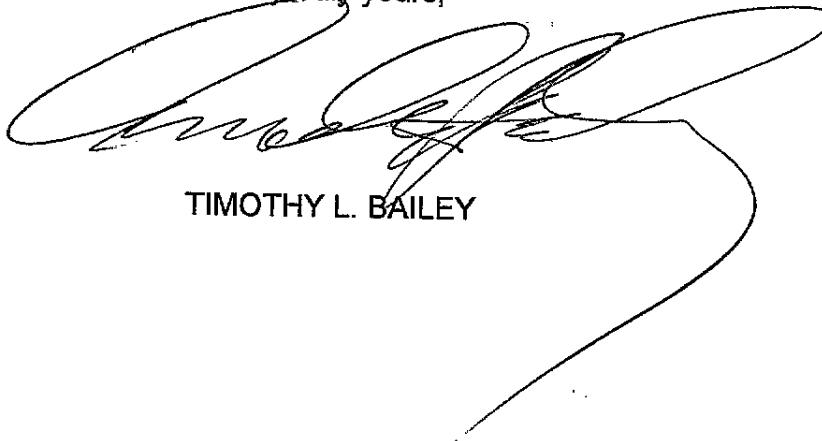
Re: LIGHTHOUSE MARKETING & SALES, INC.

Gentlemen:

Enclosed please find an original and a copy of Articles of Incorporation for the above-named corporation along with my check in the amount of \$122.50 for the filing fees. Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Should you have any questions, please do not hesitate to give me a call.

Very truly yours,



TIMOTHY L. BAILEY

TLB/jsh
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 25 PM 3:16

D. BROWN JAN 28 1999

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 25 PM 3:16

ARTICLES OF INCORPORATION

OF

LIGHTHOUSE MARKETING & SALES, INC.

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

ARTICLE I - NAME

The name of this corporation is:

LIGHTHOUSE MARKETING & SALES, INC.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business is:

The business of, manufacturer's representative, together with all other necessary purposes related thereto, and further, to conduct any other business authorized by the Board of Directors and the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 shares - common stock - no par value

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - CORPORATE ADDRESS and REGISTERED AGENT

The initial post office address of the principal office of this corporation in the State of Florida is:

**649 Heritage Drive
Weston, Florida 33326**

The Board of Directors may from time to time move the principal office to any other address in Florida.

The initial Resident Agent of this corporation is:

JAMES H. THOMERSON

ARTICLE VI - DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than two.

ARTICLE VII - INITIAL DIRECTORS

The name and post office address of the members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
JAMES H. THOMERSON	649 Heritage Drive Weston, FL 33326
SHEILA S. THOMERSON	649 Heritage Drive Weston, FL 33326

ARTICLE IX - SUBSCRIBERS

The name and post office address of each subscriber of these Articles of Incorporation and the number of shares of stock each agrees to take are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
JAMES H. THOMERSON	649 Heritage Dr Weston, FL 33326	60 Shares
SHEILA S. THOMERSON	649 Heritage Dr. Weston, FL 33326	40 Shares

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

I, the undersigned, being the original subscriber and incorporator of the foregoing corporation, do hereby certify that the foregoing constitutes the proposed Articles of Incorporation for said corporation.

WITNESSES:

Jason J. H.
Kathleen M. Elwell

James H. Thomerson
Sheila S. Thomerson
JAMES H. THOMERSON
SHEILA S. THOMERSON

STATE OF FLORIDA)

COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared JAMES H. THOMERSON and SHEILA S. THOMERSON to me well known to be the persons described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal, this 26 day of December 1998.

FLAL # T562-448-51-249-0
T562-797-60-926-0

Kathleen M. Elwell
NOTARY PUBLIC State of Florida

My Commission Expires:



KATHLEEN M. ELWELL
MY COMM EXPIRES
JULY 10, 2000
BONDED THROUGH
TROY FAIR INSURANCE
CC 568897

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, 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:

First...That LIGHTHOUSE MARKETING & SALES, INC. desiring to organize under the laws of the State of Florida within its principal office, as indicated in the Articles of Incorporation, at the City of Fort Lauderdale, County of Broward, State of Florida, names JAMES H. THOMERSON, 649 Heritage Drive, Weston, County of Broward, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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 provision of said Act relative to keeping open said office.


JAMES H. THOMERSON
Registered Agent

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STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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