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ACCOUNT NO. : 072100000032

REFERENCE: 123741

4312129

AUTHORIZATION ?

COST LIMIT :

ORDER DATE: February 4, 1999

ORDER TIME: 11:17 AM

ORDER NO. : 123741-005

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CUSTOMER NO: 4312129

CUSTOMER: Richard Murdoch, Esquire

DICKENSON MURDOCH REX & SLOAN, DICKENSON MURDOCH REX & SLOAN,

Suite 410

980 North Federal Highway

Boca Raton, FL 33432

DOMESTIC FILING

NAME:

REFLECTIONS ACQUISITIONS

CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION ____ CERTIFICATE OF LIMITED PARTNERSHIP

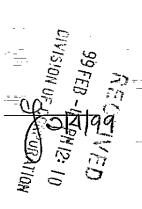
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

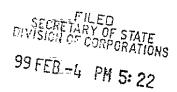
___ CERTIFIED COPY

PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:





ARTICLES OF INCORPORATION

OF

REEFLECTIONS ACQUISITIONS CORP.

ARTICLE I.

NAME

The name of the corporation is: REEFLECTIONS ACQUISITIONS CORP.

ARTICLE II.

DURATION

This Corporation shall have perpetual existence.

ARTICLE III.

PURPOSE

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

ARTICLE IV.

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is 21000 Boca Rio Road, Suite A21C, Boca Raton, Florida 33433.

ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 21000 Boca Rio Road, Suite A21C, Boca Raton, Florida 33433 and the name of the initial registered agent of this Corporation at that address is Gregory Otto.

ARTICLE VI.

BOARD OF DIRECTORS

This Corporation shall have one (1) director initially.

The number of directors may be increased or decreased from time to time by the By-Laws.

The name and address of the initial director is:

GREGORY OTTO 21000 Boca Rio Road, Suite A21C Boca Raton, Florida 33433

ARTICLE VII.

CAPITAL STOCK

This Corporation is authorized to issue SEVEN THOUSAND FIVE HUNDRED (7,500) shares of ONE DOLLAR (\$1.00) par value stock.

A majority of the outstanding shares shall constitute a quorum at shareholders' meetings unless the By-Laws shall make provision for some lesser percentage of shares (but not less than 33-1/3%).

ARTICLE VIII.

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

GREGORY OTTO 21000 Boca Rio Road, Suite A21C Boca Raton, Florida 33433

ARTICLE IX.

POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporations Act.

ARTICLE X.

MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of a conference telephone as provided by law.

ARTICLE XI.

ACTION BY BOARD OF DIRECTORS WITHOUT A MEETING

The directors of this Corporation may take action by written consent, as provided by law.

ARTICLE XII.

INDEMNIFICATION

The Corporation shall indemnify any officer, director, employee or agent or any former officer, director, employee or agent to the full extent permitted by law.

ARTICLE XIII.

AMENDMENT

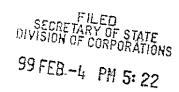
This Corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this _____ day of February, 1999.

GREGORY OTTO

STATE OF FLORIDA COUNTY OF PALM BEACH

The foregoing Articles of Incorporate February, 1999, by 6256 970	ation were acknowledged before me this 2 day Hearis personally known to me, or
produced	as identification.
Richard A. Murdoch MY COMMISSION # CC651097 EXPIRES July 11, 2001	NOTARY PUBLIC, State of Florida [SEAL]
BONDED THRU TROY FAIN INSURANCE, INC.	Printed Name of Notary/Serial Number My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

The undersigned being named as Registered Agent to accept service of process of REEFLECTIONS ACQUISITIONS CORP. at the place designated in these Articles, hereby agrees to act in that capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of those duties.

Date:	2	_ day of February,	1999.

GREGORY OTTO

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