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NATHAN P. DIAMOND
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1221 BRICKELL AVENUE
MIAMI, FLORIDA 33131

NATHAN P. DIAMOND

April 23, 1999

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Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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*****78.75 *****78.75

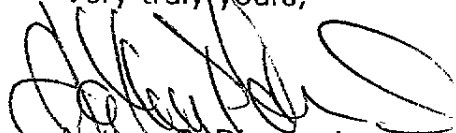
RE: Stephenson Group, Inc.

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation with regard to the above captioned, for filing and return of validated extra copy in the self-addressed stamped envelope. Attached is this firm's check in the amount of \$78.75 representing your fees for same.

Should you have any questions or need any additional information, please do not hesitate to contact me.

Very truly yours,


Nathan P. Diamond

NPD/idr
Enclosures

FILED
99 APR 26 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
4-23-99

Dmc
4/29/99

ARTICLES OF INCORPORATION

OF

STEPHENSON GROUP, INC.

FILED

99 APR 26 PM 1:20

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

We, the undersigned subscriber to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the Laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be Stephenson Group, Inc.

EFFECTIVE DATE
4-23-99

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by the Corporation and its objects and powers shall be to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock this Corporation is authorized to have outstanding at any one time shall be 1000 shares of common stock of the par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV - TERM OF EXISTENCE

This Corporation shall have perpetual existence from the date of the incorporator's execution and adoption of these Articles of Incorporation.

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent of this Corporation and the street address of the initial registered office is as follows: **Nathan P. Diamond, Esq.**
1221 Brickell Avenue, Suite 1020
Miami, Florida 33131

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The address of the principal office and the initial street address, in this State, of this Corporation is 20281 E. Country Club Drive. #1710, North Miami Beach, Florida 33180. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII - INITIAL DIRECTORS and INCORPORATOR

The name and street address of the person signing these articles and the name of the individuals who shall serve on the first Board of Directors is:

INCORPORATOR:

Nathan P. Diamond
1221 Brickell Avenue, Suite 1020
Miami, Florida 33131

DIRECTORS:

Cheryl Stephenson
20281 E. Country Club Drive #1710
North Miami Beach, Florida 33180

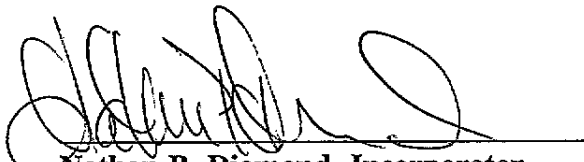
ARTICLE VIII - PREEMPTIVE RIGHTS

Each shareholder shall have preemptive rights only in the portion of shares being issued or sold equal to the proportion that the number of shares then held by the shareholder bears to the total number of share of the same class then outstanding.

ARTICLE VIV - 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 the 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.

IN WITNESS WHEREOF, I, the incorporator above named, have hereunto set my hand and seal this 23rd day of April, 1999.


Nathan P. Diamond, Incorporator

STATE OF FLORIDA

COUNTY OF DADE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Nathan P. Diamond to me known to be the person described as incorporator in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this _____ day of April, 1999.

NOTARY PUBLIC-State of Florida at Large

My Commission Expires:

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
99 APR 26 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Florida law the following is submitted:

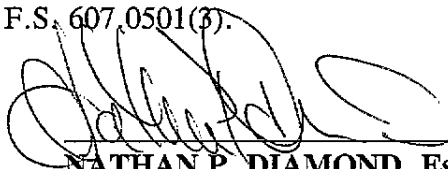
Stephenson Group, Inc. desiring to organize or qualify under the Laws of the State of Florida, with its principal place of business at 20281 E. Country Club Drive, #1710, North Miami Beach, Florida 33180, has named **Nathan P. Diamond, Esq.** as its agent to accept service of process within Florida.

Dated: April 20, 1999


NATHAN P. DIAMOND

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **Stephenson Group, Inc.**, at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


NATHAN P. DIAMOND, Esq.
Registered Agent