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WAYNE ALLEN
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May 3, 1999

U.S EXPRESS MAIL
Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

800002862698--6
-05/04/99--01102--005
*****78.75 *****78.75

RE: Scott Wolfson Design, Inc.

Gentlemen and/or Ladies:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above-named corporation and a check in the amount of \$78.75 made payable to the Secretary of State. The check represents the following:

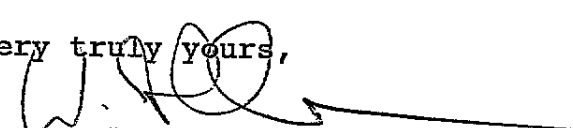
\$ 35.00	Filing Fee
35.00	Registered Agent
8.75	Certified Copy of Articles

\$ 78.75 Total

We would appreciate your taking the steps necessary to have this corporation filed in the State of Florida and returning a copy of the Articles of Incorporation to the undersigned as proof of same.

Your prompt cooperation in this matter is greatly appreciated.

Very truly yours,


Wayne Allen, Esquire

WA/ww

Enclosures: Articles of Incorporation, Original and One Copy,
and \$78.75 Check

cc: Mr. Scott Wolfson (w/o encls.)

F. O'NESSER

MAY 10 1999

ARTICLES OF INCORPORATION
OF
SCOTT WOLFSON DESIGN, INC.

ARTICLE I - NAME

The name of this Corporation is:

Scott Wolfson Design, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation is:

6950 Town Harbour Boulevard, No. 2313
Boca Raton, FL 33433

ARTICLE III - DURATION

The Corporation shall commence its corporate existence on the date of filing of these Articles of Incorporation with the Secretary of State and shall exist perpetually thereafter until sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE IV - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States of America and the laws of the State of Florida.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue shares of stock as follows:

A. Designation. The stock of this Corporation shall be known as Common Stock.

B. Authorized. The maximum number of shares of Common Stock that this Corporation may issue is 500.

C. Par Value. Each share of Common Stock shall have the par value of \$1.00.

D. Consideration. Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgement of the Board of Directors as to the value of any such consideration shall be conclusive.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

E. Non-assessability. Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.

F. Voting Rights. Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the Corporation.

G. Dividends. Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.

H. Liquidation Rights. Holders of Common Stock are entitled, in the event of liquidation or dissolution of this Corporation, to receive their pro-rata share of any assets of this Corporation remaining after payment of all corporate debts and obligations.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be 6950 Town Harbour Boulevard, No. 2313, Boca Raton, Florida 33433, and the initial registered agent of this Corporation at such address shall be Scott Wolfson.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have initially one (1) director. The number of directors may be increased or decreased from time to time by vote of the shareholders but in no case shall the number be less than one (1) nor more than five (5) directors. The name(s) and address(es) of the initial Director(s) of this Corporation is (are):

Scott Wolfson

6950 Town Harbour Boulevard, No. 2313
Boca Raton, FL 33433

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested either in the Board of Directors or the Shareholders, but the Board of Directors may not amend or repeal any By-Law adopted by shareholders if the shareholders specifically provide such By-Law not subject to amendment or repeal by the directors.

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

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

ARTICLE XI - INCORPORATOR(S)

The name(s) and address(es) of the incorporator(s) to these Articles of Incorporation is (are):

Scott Wolfson

6950 Town Harbour Boulevard, No. 2313
Boca Raton, FL 33433

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this 28th day of April, 1999.

 4/28/99
Scott Wolfson, Sole Incorporator

**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT / REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA:

1. The name of the corporation is: Scott Wolfson Design, Inc.
2. The name and address of the registered agent and office are:

Scott Wolfson	6950 Town Harbour Boulevard, No. 2313 Boca Raton, FL 33433
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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Scott Wolfson, Registered Agent

Date: April 28, 1999

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TALLAHASSEE, FLORIDA