



**INTERNATIONAL COMPANY
SERVICES (USA) INC.**

Providing International Business Consulting Since 1979

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P99000067979

July 9, 1999

Florida Department of State
Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: TAG INC.

Dear Sir/Madam:

200002931082--6
-07/14/99--01065--012
122.50 *78.75

Enclosed please find the Articles of Incorporation of TAG INC. and a check in the amount of \$122.50 to cover the filing fees and obtain one certified copy of the Articles.

We look forward to hearing from you soon.

Yours truly,


Jerry Bakerjian,
Accountant

JB/ab
Enc.

FILED
99 JUL 30 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TS 7/30/99



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 22, 1999

INTERNATIONAL COMPANY SERVICES (USA) INC.
ATLANTIC PROFESSIONAL BLDG.
1591 E. ATLANTIC BLVD., STE. 200
POMPANO BEACH, FL 33060

SUBJECT: TAG INC.
Ref. Number: W99000016874

We have received your document for TAG INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

The registered agent designated in your document is not an active entity according to our records. Please reinstate this entity (call (850) 487-6059 for information) or designate another entity that is active according to our records.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 599A00037499

ARTICLES OF INCORPORATION

OF

SOFT GLOW, INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a Corporation organized under the laws of the State of Florida, U.S.A. and all rights, duties and obligation of undersigned as incorporator, and those of the Corporation, are to be determined in accordance with the laws of the State of Florida, U.S.A.

ARTICLE I: NAME

The name of this Corporation shall be:

SOFT GLOW, INC.

ARTICLE II: TERM OF EXISTENCE

This Corporation shall have perpetual existence unless dissolved by action of law.

ARTICLE III: NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is to do all things which natural persons might or could lawfully do in the premises. The Corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE IV: CAPITAL STOCKS

The aggregate number of shares which the Corporation shall have authority to issue is the total sum of One hundred (100) shares, having an individual par value of \$1.00 per share.

Unless otherwise stated in these articles, or in a amendment to these articles, there shall be one (1) class of stock of this Corporation.

99 JUL 30 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLE V: INITIAL CAPITAL

This corporation shall begin business with a capital of not less than one hundred dollars (\$ 100.00).

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial Registered Agent of this corporation shall be:

Registered Agent: International Company Services (USA) Inc.
Registered Office: Atlantic Professional Building
1591 East Atlantic Blvd. Suite 200
Pompano Beach, Florida 33060
United States of America

ARTICLE VII: ADDRESS

The principal office of this corporation shall be at:

384 Mohawk Lane
Boca Raton, Fl. 33487

This corporation may have such other places of business in the State of Florida as the nature and progress of the business of the corporation shall, from time to time, render necessary move the principal office to any other address or place in Florida. Said Corporation shall have the power to conduct its business outside the State of Florida, or in any and all of the several States and Territories of the United States, and any and all foreign countries and may have one or more offices in any of said places.

ARTICLE VIII: INCORPORATOR

The name and address of the incorporator executing these Articles of Incorporation is:

NAME: Harry Debroskey
ADDRESS: 1591 East Atlantic Blvd. Suite 200
Pompano Beach, Florida 33060, U.S.A.

ARTICLE IX: INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent of the law now or hereafter permitted.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9th. day of July 1999.

A handwritten signature in cursive script, appearing to read "Harry DeBroskey", written over a horizontal line.

HARRY DEBROSKEY, INCORPORATOR

STATE OF FLORIDA, U.S.A.


COUNTY OF BROWARD

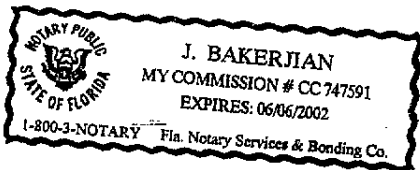
I hereby certify that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared:

HARRY DEBROSKEY

to me known to be the person/s described as subscriber/s in and who executed the foregoing articles of incorporation, and he/they acknowledged before me that he/they subscribed to those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 27th. of July, 1999.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE
UNITED STATES OF AMERICA



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent of SOFT GLOW, INC. made in the foregoing Articles of Incorporation:

Date: 7/28/99

By: 

International Company Services (USA) Inc.

99 JUL 30 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED