



THE UNITED STATES
CORPORATION
COMPANY

PAC 100073769

99 AUG 18 PM 4:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 345472 121049A

AUTHORIZATION

Patricia Pajito

COST LIMIT : \$ 78.75

ORDER DATE : August 18, 1999

ORDER TIME : 1:43 PM

ORDER NO. : 345472-005

700002963607--6

CUSTOMER NO: 121049A

CUSTOMER: Ms. Marla Mayster
AKERMAN SENTERFITT & EIDSON,
AKERMAN SENTERFITT & EIDSON,
Las Olas Centre, Suite 950
450 East Las Olas Boulevard
Fort Lauderdale, FL 33301

DOMESTIC FILING

NAME: MCALEES & ASSOCIATES, INC.

EFFECTIVE DATE: -

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jamela Abaied

EXAMINER'S INITIALS:

PH 8/18/99

FILED
RECEIVED
AUG 18 1999

**ARTICLES OF INCORPORATION OF
MCALEES & ASSOCIATES, INC.**

FILED

99 AUG 18 PM 4: 02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator, in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

First: The corporate name for the corporation (hereinafter called the "corporation") is:

MCALEES & ASSOCIATES, INC.

Second: The address, wherever located, of the principal office of the corporation, if known, is:

11911 U.S. Highway One, Suite 102
North Palm Beach, FL 33408

Third: The mailing address, wherever located, of the corporation is:

11911 U.S. Highway One, Suite 102
North Palm Beach, FL 33408

Fourth: The number of shares that the corporation is authorized to issue is 1,000, all of which are of a par value of \$1.00 each and are of the same class and are to be common shares.

Fifth: The street address of the initial registered office of the corporation in the State of Florida is 450 East Las Olas Blvd., Suite 950, Fort Lauderdale, FL 33301.

The name of the initial registered agent of the corporation at the said registered office is **Jeffrey B. Kahn**.

The written acceptance of the said initial registered agent, as required in Section 607.0501(3) of the Florida Business Corporation Act, is attached hereto and is made a part of these Articles of Incorporation.

Sixth: The name and address of the incorporator are:

Name

Address

Jeffrey B. Kahn

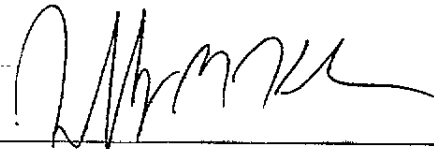
450 E. Las Olas Blvd., Suite 950
Ft. Lauderdale, FL 33301

Seventh: The sole and only purpose for which the corporation is organized shall be the operation of an Amway distributorship.

Eighth: The duration of the corporation shall be perpetual.

Ninth: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

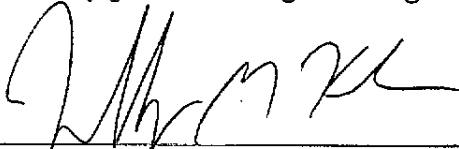
Signed on August 17, 1999.

A handwritten signature in dark ink, appearing to read 'Jeffrey B. Kahn', is written over a horizontal line.

Jeffrey B. Kahn, Incorporator

ACCEPTANCE AS REGISTERED AGENT
pursuant to Section 607.0501(3) of the Florida Business Corporation Act

Having been named as registered agent and to accept service of process for **MCALEES & ASSOCIATES, INC.** at the place designated in its Articles of Incorporation, 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.



Jeffrey B. Kahn

Dated: August 17, 1999.

FILED
99 AUG 18 PM 4:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA