

HOWARD W. POZNANSKI

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September 8, 1999

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6372
Tallahassee, Florida 32314

400002980454--5
-09/08/99-01035-005
****122.50 *****78.75

RE: Incorporation of: STAY PUT, INC.

Dear Sir or Madam:

Enclosed herewith please find the following:

1. Original and 2 copies of articles of incorporation for STAY PUT, INC.
2. Original and 2 copies of certificate of resident agent.
3. Payment to the Florida Secretary of State, Division of Corporations, in the sum of \$122.50 (check number 3752).

Upon receipt of the aforesaid enclosures, please file the articles of incorporation and return a true copy and certified copy to me. Also, please provide me with your letter acknowledging/confirming incorporation, as well as a receipt for payment.

Should you have any questions, as always, please feel free to call me.

Very truly yours,

Howard Poznanski, Esquire

enclosures

HWP/

cc: Mr. William R. Giffin

FILED
99 SEP -8 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FOR

STAY PUT, INC.

FILED
99 SEP -8 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is:

STAY PUT, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is:

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is One Hundred (100) shares of common stock, having no par value.

ARTICLE IV

The amount of capital with which this corporation shall begin is One Hundred (\$100.00) Dollars.

ARTICLE V

The initial post office address of the principal office of this corporation, in the State of Florida, is:

860 NAFA DRIVE
BOCA RATON, FLORIDA 33487

ARTICLE VI

The initial Registered Resident Agent for the corporation is:

WILLIAM R. GIFFIN
860 NAFA DRIVE
BOCA RATON, FLORIDA 33487

ARTICLE VII

The directors, officers, or shareholders may, from time to time, relocate the principal office of this corporation to any other address in Florida.

ARTICLE VIII

This corporation shall have at least one (1) director initially, but the number of the directors may be increased or decreased from time to time, by by-laws adopted by the stockholders, but shall never be less than one (1).


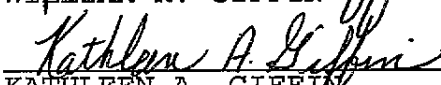
ARTICLE IX

The name and post office address of the first Board of Directors and Officers are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
William R. Giffin	860 Nafa Drive Boca Raton, FL. 33487	President Director
Kathleen A. Giffin	860 Nafa Drive Boca Raton, FL. 33487	Vice Pres. Secretary Director

ARTICLE X

These Articles of Incorporation may be amended in a manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by the to the Stockholders, and approved at a stockholder's meeting, by a majority of the stock entitled to vote thereon.

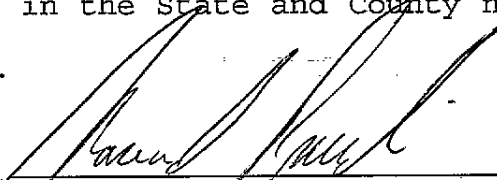

WILLIAM R. GIFFIN

KATHLEEN A. GIFFIN

STATE OF FLORIDA
COUNTY OF PALM BEACH

SS

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 William R. Giffin and Kathleen A. Giffin, --who have produced their drivers' licenses as identification, driver's license number: _____, _____, to me known to be the persons described herein, as subscribers, and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and seal in the State and County named above, this 1 day of ~~July~~ ^{September}, 1999.


NOTARY PUBLIC
STATE OF FLORIDA

My Commission Expires:



Howard Poznanski
MY COMMISSION # CC704426 EXPIRES
February 15, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE OF RESIDENT AGENT

PURSUANT TO SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED, IN COMPLIANCE WITH SAID ACT:

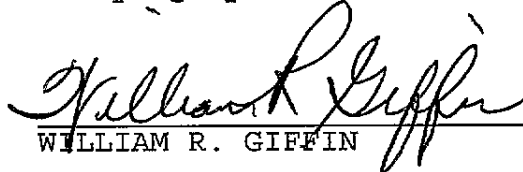
FIRST: That STAY PUT, INC.
desiring to organize under the laws of the State of Florida, with
its principal place of business as indicated in the Articles of
Incorporation, in the County of Palm Beach, State of Florida, has
name:

WILLIAM R. GIFFIN
860 Nafa Drive
Boca Raton, Florida 33487

as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been made to accept service of process for the above
stated corporation, at place designated, in this Certificate, I
hereby accept to act in this capacity and agree to comply with the
provisions of said Act, relative to keeping open said office.


WILLIAM R. GIFFIN

FILED
SEP - 8 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA