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ATTORNEY AT LAW

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October 13, 1999

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Via Courier/UPS

600003018076--8
-10/19/99-01038-014
*****70.00 *****70.00

Re: **The Prancing Emporium, Inc.**

Dear Sirs:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation and check in the amount of \$ _____ in payment of the following fees:

- \$35.00 Filing Fee
- \$35.00 Designation of Registered Agent
- \$52.50 Certified Copy (optional)
- Other: _____

Should you have any questions, please contact the undersigned.

Very truly yours,



Mitchell A. Sherman

FILED
99 OCT 19 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAS/al
Enclosures

TS 10/21/99

ARTICLES OF INCORPORATION

OE

The Prancing Emporium, Inc.

FILED
99 OCT 19 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator for the purpose of creating a corporation under the Florida Business Corporation Act, laws of the State of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is:

The Prancing Emporium, Inc.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of .001 par value common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE IV - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V - TERM

This Corporation shall commence its existence upon filing and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE VII - INITIAL PRINCIPAL OFFICE AND AGENT

The street address and mailing address of the initial principal place of business of this corporation is c/o Mitchell A. Sherman, P.A., 1301 N. Congress Ave., Suite 350, Boynton Beach, Fla. 33426. The initial street address of the Corporation's registered office is c/o 1301 N. Congress Ave., Suite 350, Boynton Beach, Fla. 33426. The initial registered agent for the Corporation at that address is Mitchell A. Sherman, Esq.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have at least one director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall by a majority vote, determine that the corporation be managed by the shareholders. The name and address of the initial director of this corporation is:

Cheryl Scardina c/o 1301 N. Congress Ave., Suite 350, Boynton Beach, Fla. 33426.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles is:

Mitchell A. Sherman, P.A. 1301 N. Congress Ave., Suite 350, Boynton Beach, Fla. 33426.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

ARTICLE XI - CONFLICT

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such corporation, or who it is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorized any such contract or transaction

with like force and effect as if he were not such director or officer of such other corporation, or not so interested.


ARTICLE XII - LIABILITY

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

ARTICLE XIII - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 15th day of October, 1999.

By: 
Mitchell A. Sherman, Incorporator

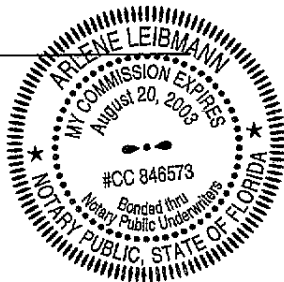
STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared **Mitchell A. Sherman**, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.


NOTARY PUBLIC, State of Florida at
Large

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

In compliance with Chapter 607.0501, Florida Statutes, the following is submitted, in compliance with said Act:

First-- That **The Prancing Emporium, Inc.** desiring to organize under the laws of the State of FLORIDA with its initial registered office, as indicted in the Articles of Incorporation, at City of **Boca Raton**, County, of **Palm Beach**, State of Florida, has named **Mitchell A. Sherman, Esq.**, located at **1301 N. Congress Ave., Suite 350, Boynton Beach, Fla. 33426**, as its agent to accept service of process with the state.



Mitchell A. Sherman, Incorporator

ACKNOWLEDGEMENT:

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

BY: 

Mitchell A. Sherman, Esq. Registered Agent

FILED
99 OCT 19 PM 3.40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA