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WILLIAM B YOUNG  
2548 GULFSTREAM LANE  
FT. LAUDERDALE, Florida 33312

99 NOV 22 PM 4:49  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

November 16, 1999

Secretary of State  
Corporation Division  
Executive Towers  
Tallahassee, FL 32304

400003051414--1  
-11/22/99-01113-010  
\*\*\*122.50 \*\*\*\*\*78.75

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation of MAGNETIC ENTERPRISE & DEVELOPMENT CO., INC.. Please file these with the appropriate authorities. I have enclosed a check to cover the filing costs and fees.

If you have any questions or should you require any further information, please contact me at the address above.

Sincerely,

*William B. Young*  
WILLIAM B YOUNG

**Articles of Incorporation  
of  
MAGNETIC ENTERPRISE & DEVELOPMENT CO., INC.**

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TALLAHASSEE, FLORIDA

**I.  
Name**

The name of the Corporation is MAGNETIC ENTERPRISE & DEVELOPMENT CO., INC., hereinafter referred to as the "Corporation."

**II.  
Purposes**

The purpose of the Corporation is to transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, as they may be amended from time to time.

**III.  
Principal Office and Registered Agent**

The principal office of the Corporation is 2548 GULFSTREAM LANE, FT. LAUDERDALE, Florida 33312. The Corporation may maintain offices and/or transact business at other locations, either within or without the State of Florida. The name and address of the registered agent for service of process upon the Corporation is MICHAEL W BERNDGEN, 11981 N.W. 24TH STREET, PLANTATION, Florida 33323.

**IV.  
Duration**

The duration of the Corporation shall be perpetual.

**V.  
Initial Business**

The initial business of the Corporation shall be:     Marketing, Consulting and  
other business services.

**VI.**  
**Capital Stock**

The Corporation is authorized to issue only one class of shares of stock which shall be designated Common Stock. The total number of shares the Corporation shall have authority to issue is 500, each share to have a par value of \$ 1.00.

**VII.**  
**Incorporators**

The names and mailing addresses of the incorporators are:

<u>Incorporator Name</u>	<u>Incorporator Address</u>
William B. Young	2548 Gulfstream Lane Ft. Lauderdale, Fl. 33312

**VIII.**  
**Directors**

The number of directors constituting the initial Board of Directors of the Corporation is: 1. The name(s) and address(es) of the person(s) who is/are appointed to act as the initial director(s) of the Corporation is/are:

<u>Director Name</u>	<u>Director Address</u>
William B. Young	2548 Gulfstream Lane Ft. Lauderdale, Fl. 33312

**IX.**  
**No Personal Liability**

The private property of the stockholders shall not be subject to the payment of corporate debts.

**X.**  
**Operating Provisions**

The provisions for the operation, regulations, and management of the business and internal affairs of the Corporation shall be as set forth in the Bylaws, which may be amended from time to time by a majority vote of a quorum of the Board of Directors.

**XI.**  
**Fiscal Year**

The fiscal year of the Corporation shall be from January 1 to December 31 of each year.

IN WITNESS WHEREOF, we have hereunto set our hands and seals on this, the 16th day of November, 19 99.

William B. Young

William B. Young  
Incorporator

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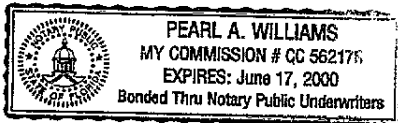
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State of Florida

County of Broward

BEFORE ME, the undersigned authority, on this day personally appeared William B. Young, known to me to be the person described in, and whose name is subscribed to the foregoing document, who on oath stated to me that he/she executed the same for the purposes and consideration therein expressed.

SUBSCRIBED AND SWORN TO BEFORE ME this the 19th day of November, 19 99.



Pearl A. Williams

Notary Public in and for the  
State of Florida

My Commission Expires:

State of \_\_\_\_\_

County of \_\_\_\_\_

BEFORE ME, the undersigned authority, on this day personally appeared \_\_\_\_\_, known to me to be the person described in, and whose name is subscribed to the foregoing document, who on oath stated to me that he/she executed the same for the purposes and consideration therein expressed.

SUBSCRIBED AND SWORN TO BEFORE ME this the \_\_\_\_\_ day of \_\_\_\_\_, 19 \_\_\_\_.

\_\_\_\_\_  
Notary Public in and for the  
State of \_\_\_\_\_

My Commission Expires:

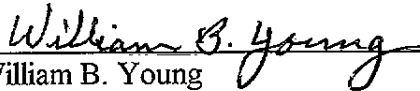
CERTIFICATE OF DESIGNATION  
REGISTERED AGENT / REGISTERED OFFICE

FILED  
99 NOV 22 PM 4:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

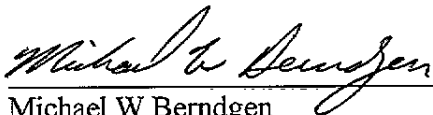
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and the registered agent, in the State of Florida.

1. The name of the corporation is Magnetic Enterprise & Development Co., Inc.
2. The name and address if the registered agent and office is:

Michael W Berndgen  
11981 N.W. 24th Street  
Plantation, FL 33323

  
\_\_\_\_\_  
William B. Young  
Incorporator and Director  
Date: November 16, 1999

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.

  
\_\_\_\_\_  
Michael W Berndgen  
Date: November 16, 1999