

PA 00003560

1201 B STREET  
TALLAHASSEE, FL 32301  
904-224-1171  
904-224-1111

FILED

96 APR 23 PM 2 26

STATE OF FLORIDA



ACCOUNT NO. : 072100000032  
REFERENCE : 927867 4303929  
AUTHORIZATION : *Patricia Pajuste*  
COST LIMIT : \* 122.50

ORDER DATE : April 23, 1996  
ORDER TIME : 9:44 AM  
ORDER NO. : 927867  
CUSTOMER NO: 4303929

800001790728

CUSTOMER: Ms. Sheryl C. Vainstein  
GREENBERG TRAUIG HOFFMAN  
LIPOFF ROSEN & QUENTEL, P. A.  
20th Floor  
1221 Brickell Avenue  
Miami, FL 33131-3238

DOMESTIC FILING

NAME: 1233 COLLINS AVENUE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Donna Kendrick

EXAMINER'S INITIALS:

*TH*  
*4-24-96*

**ARTICLES OF INCORPORATION**  
**OF**  
**1233 COLLINS AVENUE, INC.**

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TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of the corporation is 1233 COLLINS AVENUE, INC. (the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is 1330 Ocean Drive, 4th Floor, Miami Beach, Florida 33139.

**ARTICLE III**

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

**ARTICLE IV**

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE V**

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301 and the name of its initial registered agent at such office is Corporation Service Company.

**ARTICLE VI**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors

is two, and the names and addresses of the members of the Initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

Lawrence W. Mestel  
825 8 Avenue, 24th Floor  
New York, New York 10019

Susan W. Hart  
1330 Ocean Drive, 4th Floor  
Miami Beach, Florida 33139

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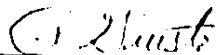
#### **ARTICLE VII**

The name of the Incorporator is Richard J. Giusto and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

#### **ARTICLE VIII**

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

**IN WITNESS WHEREOF**, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 22nd day of April, 1996.



Richard J. Giusto, Incorporator

#### **ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of 1233 COLLINS AVENUE, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

#### **CORPORATION SERVICE COMPANY**



PATRICIA G. PIZZUTO,  
as Agent for the Registered Agent

Dated: April 23, 1996

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904 222 0171  
904 222 0191 FAX

800-142-8086



# P96000035660

ACCOUNT NO. : 072100000032  
REFERENCE : 933022 4303929  
AUTHORIZATION : *Patricia Pujate*  
COST LIMIT : ~~07.50~~ \$96.25

ORDER DATE : April 26, 1996  
ORDER TIME : 10:20 AM  
ORDER NO. : 933022  
CUSTOMER NO: 4303929

SECRETARY OF STATE

CUSTOMER: Ms. Sheryl C. Vainstein  
Greenberg Traurig Hoffman  
20th Floor  
1221 Brickell Avenue  
Miami, FL 33131-3238

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96 APR 26 PM 2:42  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

DOMESTIC AMENDMENT FILING

*Island Trading Holdings, Inc.*

NAME: 1233 COLLINS AVENUE, INC.

## RESUBMIT

Please give original submission date as file date.

ARTICLES OF AMENDMENT  
 RESTATED ARTICLES OF INCORPORATION

4/26

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY  
 CERTIFICATE OF GOOD STANDING

*(per S.P.)*

4/29

CONTACT PERSON: Donna Kendrick

EXAMINER'S INITIALS:

*Handwritten signature/initials*

CC.  
+ C.U.S.

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
1233 COLLINS AVENUE, INC.

FILED  
96 APR 26 PM 2:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is 1233 COLLINS AVENUE, INC. (the "Corporation"), Charter #P96000035660, filed on April 23, 1996.

2. The following Amendment to the Articles of Incorporation was adopted by the sole Incorporator of the Corporation on April 25, 1996 in the manner prescribed by Section 607.1005 of the Act (shareholder action was not required):

**RESOLVED**, that Article I of the Corporation's Articles of Incorporation shall be amended in its entirety to read as follows:

**ARTICLE I**

The name of the Corporation is ISLAND TRADING HOLDINGS, INC. (hereinafter called the "Corporation").

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

**IN WITNESS WHEREOF**, the undersigned being the sole Incorporator of the Corporation, has executed these Articles of Amendment to Articles of Incorporation of 1233 COLLINS AVENUE, INC. this 25 day of April, 1996.

**1233 COLLINS AVENUE, INC.,**  
a Florida corporation

BY: *R. Giusto*  
Richard J. Giusto, sole Incorporator