

McCOLLEM and D'ESPIES, P.A.

ATTORNEYS AND COUNSELLORS AT LAW
291 SOUTH EAST 12TH STREET
FORT LAUDERDALE, FLORIDA 33606-0815

MARK R. MCCOLLEM
KEVIN J. D'ESPIES, P.A.
STEVEN M. PINCUS

TELEPHONE:
(305) 462-8084
FACSIMILE:
(305) 524-5478

March 16, 1995

Secretary of State
State of Florida
Post Office Box 637
Tallahassee, Florida 32311

Re: Sima, Inc.
Our File No. 0020-95.5008

Dear Sir/Madam:

Enclosed you will find an original and one copy of the Articles of Incorporation for the above referenced entity, along with this firm's check in the amount of \$122.50 representing the filing fee.

Please file this corporation and return a copy of the Articles to the undersigned in the enclosed self-addressed, stamped envelope at your earliest convenience.

Thank you for your courtesy and cooperation in this matter.

Very truly yours,

MCCOLLEM AND D'ESPIES, P.A.

Kevin J. D'Espies, Esq.

KJD/dac
Enclosures

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FILED
95 MAR 29 AM 9:55
TALLAHASSEE, FLORIDA

T. BROWN MAR 30 1995

KEVIN J. D'ESPES, P.A.

Attorney and Counselor at Law
201 SOUTHEAST 12TH STREET
FORT LAUDERDALE, FLORIDA 33316

Kevin J. D'Espies
Steven M. Pincus

TEL: (305) 462-8484
FAX: (305) 524-5478

March 28, 1995

Secretary of State
State of Florida
Post Office Box 6327
Tallahassee, Florida 32314

Re: Sima USA, Inc.
Our File No. 0020-95.5008

Dear Sir/Madam:

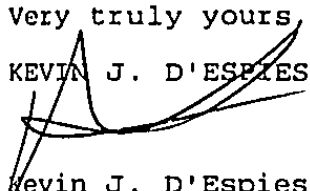
Enclosed you will find an original and one copy of the Articles of Incorporation for the above referenced entity. This firm's check for \$122.50 representing the filing fee was previously provided to you, pursuant to the enclosed copy of your letter dated March 15, 1995.

Please file this corporation and return a copy of the Articles to the undersigned in the enclosed self-addressed, stamped envelope at your earliest convenience.

Thank you for your courtesy and cooperation in this matter.

Very truly yours,

KEVIN J. D'ESPES, P.A.


Kevin J. D'Espies, Esq.

KJD/dac
Enclosures
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 15, 1995

KEVIN J. D'ESPIES
MCCOLLEMAN AND D'ESPIES, P.A.
201 S.E. 12TH STREET
FORT LAUDERDALE, FL 33316-1815

SUBJECT: SIMA, INC.
Ref. Number: W95000005726

We have received your document for SIMA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 395A00011495

ARTICLES OF INCORPORATION

OF

SIMA USA, INC.

FILED
95 MAR 29 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Corporation is SIMA USA, INC.

ARTICLE II - PRINCIPAL OFFICE

The initial principal office and mailing address of this Corporation will be located at: 915 Middle River Drive, Fort Lauderdale, Florida 33304.

ARTICLE III - PURPOSE

The purpose of this Not-For-Profit Corporation is to organize small independent merchants into an association which will act as a conduit for advertising and marketing to the public, the benefits of using the services of Small Independent Merchants.

ARTICLE IV - MEMBERSHIP

Any person shall be eligible for membership in this Corporation upon application to and approval as provided in the Bylaws of the Corporation.

Any applicant meeting the qualifications set forth above and desiring to become a member of the Corporation shall make application on a form supplied by the Corporation and accompanied by such membership fee and dues as the Board of Directors may from time to time determine.

Membership may be terminated by expulsion for just cause or by resignation with thirty (30) days prior written notice to the Board of Directors.

ARTICLE V - DURATION

The Corporation shall have perpetual existence.

ARTICLE VI - DIRECTORS

The business of this Corporation shall be managed by a Board of Directors. Directors shall be elected or removed in accordance with the procedure provided in the Bylaws. There shall be three (3) Directors initially. The number of Directors may be increased, and after such increase, decreased from time to time by Bylaws adopted by the shareholders. In no event shall the number of Directors be less than three.

The name(s) and address(es) of the member(s) of the first Board of Directors are:

John Forsyth
915 Middle River Drive
Fort Lauderdale, Florida 33304

Andrews Gaines
915 Middle River Drive
Fort Lauderdale, Florida 33304

Patrick Gaines
915 Middle River Drive
Fort Lauderdale, Florida 33304

ARTICLE VII - POWERS

The power to adopt, alter, amend or repeal Bylaws shall be vested in and is hereby reserved to the membership. Bylaws shall be adopted, altered, amended or repealed as provided therein.

ARTICLE VIII - GENERAL

All income and assets of the Corporation, above necessary expenses, shall be administered solely and exclusively for the corporate purposes selected by the Board of Directors.

This Corporation shall have no capital stock and shall pay no dividends to its incorporators, directors, officers or members. In addition, no part of the income of the Corporation shall be distributed to its members, directors, officers or incorporators; provided that the Corporation may pay compensation in a reasonable amount to its members, directors, and officers for services rendered and may confer benefits upon its members in conformity with its purpose.

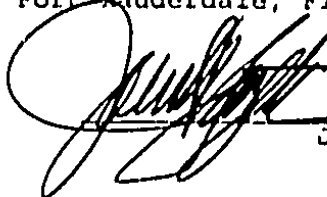
ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this Corporation shall be 201 S.E. 12th Street, Fort Lauderdale, Florida, and the initial registered agent of this Corporation at such office shall be Kevin J. D'Espies, Esquire, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office for service of process, and with Section 607.0505, as amended from time to time, with respect to the duties of a registered agent.

ARTICLE X - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is: John Forsyth, 915 Middle River Drive, Fort Lauderdale, Florida 33304.

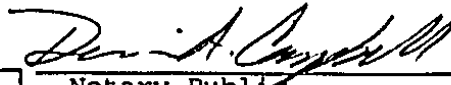
IN WITNESS WHEREOF, I have made, subscribed and acknowledged these Articles of Incorporation at Fort Lauderdale, Florida, this 28 day of March, 1995.



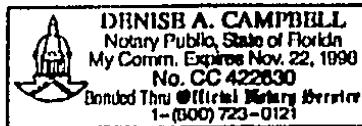
JOHN FORSYTH

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

The foregoing Articles of Incorporation of SIMA USA, INC. were acknowledged before me on this 28 day of March, 1995, by JOHN FORSYTH, as Incorporator, who is personally known to me.



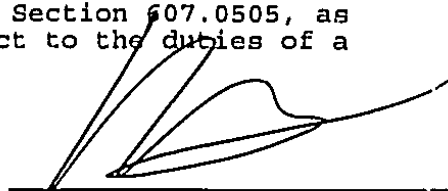
Notary Public



My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for SIMA USA, INC. at the place designated in the Articles of Incorporation, Kevin J. D'Espies, Esquire agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office, and with Section 607.0505, as amended from time to time, with respect to the duties of a registered agent.



Kevin J. D'Espies, Esquire