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An Association of Professional Associations

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Joel M. Weissman **
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*Board Certified Marital
and Family Lawyer

+Nationally Board Certified
Trial Lawyer, also
admitted to New York
State Bar

July 28, 2000

State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Villari Licensing, Inc.

300003340423--4
-07/31/00--01101--012
*****79.00 *****78.75

To Whom It May Concern:

Enclosed please find the Articles of Incorporation for **VILLARI LICENSING, INC.** I have also enclosed a check in the amount of \$78.75 to register this corporation with the State of Florida and receive a Certificate of Status for same. I have enclosed a return envelope for your convenience.

Thank you for your attention to this matter.

Very truly yours,

Joel M. Weissman

JMW/gbm

Enclosures

Georgia Ann GAVE

AUTHORIZATION BY PHONE TO
CORRECT Article IV
DATE 8-3-00
DOC. EXAM. Tee

FILED
00 JUL 31 PM 12:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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~~WGS 19237~~

**ARTICLES OF INCORPORATION
OF
VILLARI LICENSING, INC.**

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00 JUL 31 PM 12:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I. CORPORATE NAME.

The name of this Corporation is Villari Licensing, Inc..

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The nature of the business to be transacted by this Corporation is for all lawful purposes as permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100 (one hundred) shares of common stock having a par value of \$1.00 (one dollar) per share.

NOTE: Par value shares may have been issued only for a consideration having a value, in the judgement of the Board of Directors, at least equivalent to the full par value of the stock to be issued. No par shares may be issued only for such consideration as is determined by the Board of Directors. All shares issued shall be fully paid and nonassessable.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence, commencing upon the filing of these articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent, the street address of the initial Registered Office and the principal address of this Corporation in the State of Florida shall be:

REGISTERED AGENT:

*Joel M. Weissman, Esq.
515 No. Flagler Drive
Suite 1100
West Palm Beach, FL 33401*

PRINCIPAL OFFICE:

*2737 So. Flagler Drive
West Palm Beach, FL 33405*

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS.

The Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTOR.

The name of the initial director of this Corporation and his/her street address are:

Fred Villari
2737 So. Flagler Drive
West Palm Beach, FL 33405

The person named as initial director shall hold office for the first year of existence of this Corporation or until his/her successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR.

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Joel M. Weissman, Esq.
515 No. Flagler Drive
Suite 1100
West Palm Beach, FL 33401

ARTICLE IX. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 27 day of July, 2000. The undersigned hereby acknowledges that (s)he is familiar with and accepts the duties and responsibilities as registered agent for VILLARI LICENSING, INC.


Joel M. Weissman, Registered Agent / Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public, personally appeared Joel M. Weissman, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that (s)he subscribed to these Articles of Incorporation on this ___ day of July, 2000.

Notary Public
State of Florida at Large

FILED
JUL 31 PM 12:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA