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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 DEC 28 PM 5:01

ACCOUNT NO. : 072100000032

REFERENCE : 935540 7234211

AUTHORIZATION :

*Patricia Pujate*

COST LIMIT : \$ 70.00

ORDER DATE : December 18, 2000

ORDER TIME : 3:49 PM

ORDER NO. : 935540-001

CUSTOMER NO: 7234211

CUSTOMER: Ms. Cindy M. Kirsh  
Ms. Cindy M. Kirsh

300003516473--7

13702 Biscayne Buolevard

North Miami Bea, FL 33181-1620

DOMESTIC FILING

NAME: C. MADELEINE'S, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom - EXT. 1104

EXAMINER'S INITIALS:

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

RECEIVED  
00 DEC 28 PM 4:41

*g 11/2/01*

W-30357



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DIVISION OF CORPORATIONS

00 DEC 28 PM 5:01

**FLORIDA DEPARTMENT OF STATE**

**Katherine Harris**  
Secretary of State

December 29, 2000

CSC  
ATTN: TAMARA ODOM  
TALLAHASSEE, FL

SUBJECT: C. MADELEINE'S, INC.  
Ref. Number: W00000030357

We have received your document for C. MADELEINE'S, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

**THE SIGNATURE OF THE REGISTERED AGENT MUST BE AN ORIGINAL  
NOT A PHOTOCOPY.**

Please return the original and one copy of 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 (850) 487-6924.

Kimberly Rolfe  
Corporate Specialist Supervisor

Letter Number: 100A00064898

00 DEC 28 PM 5:01

ARTICLES OF INCORPORATION  
OF

C. MADELEINE'S, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

C. MADELEINE'S, INC.

The address of the principal office of this corporation shall be 13702 Biscayne Boulevard, North Miami Beach, Florida 33181-1620, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,500 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 3501 Keyser Avenue, Villa 53, Hollywood, Florida 32301, and the name of the initial registered agent of the corporation at that address is Richard Kirsh.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors are:

Cindy M. Kirsh

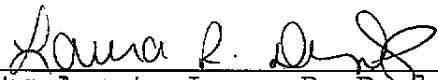
3501 Keyser Avenue, # 53  
Hollywood, Florida 33021

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to  
these Articles of Incorporation:

The Company Corporation  
2711 Centerville Road Suite 400  
Wilmington, Delaware 19808

The undersigned incorporator has executed these  
Articles of Incorporation on December 28, 2000.

  
\_\_\_\_\_  
Its Agent, Laura R. Dunlap  
Incorporator

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00 DEC 28 PM 5:01

ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN THE ARTICLES OF INCORPORATION

Richard Kirsh, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

C. MADELEINE'S, INC.

Richard Kirsh is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: RLK

Typed Name: Richard Kirsh