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Charter Number Only

1/9/95

LEVINE MICHAEL

Requestor's Name

633 NE 167 ST. #501

Address

N. MIAMI BEACH FL 33162

City

State

ZIP

Phone

VALUATION ONLY

400001374574
-01/10/95--01014--028
****122.50 ****122.50

CORPORATION(S) NAME

SANDALS, UNLIMITED
INCORPORATED

FILED
65 JAN 10 PM 2:17
TALLAHASSEE FLORIDA

EMPIRE Toll Free 1-800-432-3028

- | | | |
|--|--|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> After 4:30 | <input type="checkbox"/> Mail Out | |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CERTIFIED COPY

H. SIMS JAN 10 1995

ARTICLES OF INCORPORATION

We, the undersigned subscribers of these Articles of Incorporation, natural persons, competent to contract, and desiring to form a corporation under the laws of the State of Florida, hereby certify as follows:

ARTICLE I

The name of the corporation is: SANDALLS, INCORPORATED.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III

The maximum number of shares of stock which the corporation is authorized to have outstanding at any time shall be One Thousand (1,000) shares of common stock, \$.001 par value.

ARTICLE IV

The amount of capital of which the corporation will begin business shall be not less than \$ 500 dollars.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

This corporation shall have perpetual existence beginning on and as of the date of incorporation.

ARTICLE VI

The principal office of this corporation shall be located at: 633 N.E. 167th Street, Suite 501, N. Miami Beach, Florida 33162 or at such other place as may later be designated by the Board of Directors with branch offices in such other cities, towns, states or countries as may from time to time be authorized by its Board of Directors.

ARTICLE VII

The business of this corporation shall be conducted by a Board of Directors, which shall consist of not less than five nor more than ten directors as shall from time to time be designated in the by-laws of this corporation, and a majority thereof shall constitute a quorum for the transaction of all business.

ARTICLE VIII

The names and addresses of the first Board of Directors, who, subject to the provisions of these Articles of Incorporation, the by-laws of this corporation and the laws of the State of Florida, shall hold office for the first year of corporate existence

of until their successors are duly qualified are:

SONDRA TRUST
President
633 N.E. 167th Street
Suite 501
No. Miami Beach, Fl 33162

ALLEN WEINSTEIN
Vice-president
633 N.E. 167th Street
Suite 501
No. Miami Beach, Fl 33162

SCOTT WEINSTEIN
Secretary-Treasurer
633 N.E. 167th Street
Suite 501
No. Miami Beach, Fl 33162

said directors being 21 years of age or older and citizens of the United States of America.

ARTICLE IX

The name and address of the subscriber of the Articles of the Incorporation is:

MICHAEL LEVINE
633 N.E. 167th Street
Suite 501
No. Miami Beach, Fl 33162

ARTICLE X

The by-laws of this corporation may be created, amended, or changed by the stockholders or the directors at any regular or duly scheduled special meeting.

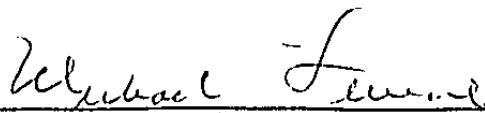
ARTICLE XI

This corporation shall have in addition to a President and Secretary-Treasurer such additional officers as may be designated from time to time and under authorization of its by-laws.

ARTICLE XII

All officers, agents and factors, shall be chosen in such a manner, hold their offices for such terms and have such powers and duties as may be prescribed by the by-laws or determined by the Board of Directors. Any person may hold two or more offices.

IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged these Articles of Incorporation this _____ day of January, 1995.



MICHAEL LEVINE, Incorporator

STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY that on the 16th day of January, 1995 personally appeared before me, an authorized officer duly commissioned to administer oaths and take acknowledgments:

Michael Levine
MICHAEL LEVINE, Incorporator

TO ME well known, and known to me to be the person(s) who executed the foregoing Article of Incorporation, who hereby acknowledges that they signed and executed the same for its uses and purposes herein stated. In witness whereof, I hereunto set my hand and seal at Miami, Florida this day and year above written.

Gloria Levine
NOTARY PUBLIC

STATE OF FLORIDA

MY COMMISSION EXPIRES:



GLORIA LEVINE
My Commission CC120646
Expires Jul. 19 1995

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHICH PROCESS MAY SERVED.

Pursuant to chapter 48. 091 statute, the following is submitted in compliance with said act:

I, MICHAEL LEVINE, Incorporator.

Desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, has named MICHAEL LEVINE, 633 N.E. 167th Street, Suite 501, No. Miami Beach, Fl 33162 as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office at:

Michael Levine
REGISTERED AGENT, MICHAEL LEVINE

Dated this 6th day of January, 1995

FILED
95 JAN 10 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CURRAN & CURRAN

Attorneys and Counselors at Law

2400 EAST COMMERCIAL BOULEVARD, SUITE 200

FORT LAUDERDALE, FLORIDA 33308-4022

EMail: 74027.707@compuserve.com

Telephone: (954) 938-0022

Telecopier: (954) 938-0023

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Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-11/19/96--01079--002
*****87.50 *****87.50

Re: *Sandalls, Inc. - All Matters*
Our Matter Number: 1044-01

Dear Sir/Madam:

Enclosed please find the original and one copy of the First Amended Articles of Incorporation for the above-referenced corporation which we ask that you file. *Please note the change in Registered Agent.* Also enclosed is our check in the amount of \$87.50 which represents the fee for same and a certified copy of the Articles.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,



M. GLENN CURRAN, III, P.A.

MGC/pc
Enclosure

SH 11/22

FILED
96 NOV 18 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**FIRST AMENDED ARTICLES OF INCORPORATION
OF
SANDALLS, INCORPORATED
(A FLORIDA CORPORATION)**

The undersigned, acting as the shareholders of a Florida corporation under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby adopt the following First Amended Articles of Incorporation for such Corporation:

**ARTICLE I
NAME**

The name and address of the Corporation is:

SANDALLS, INCORPORATED
633 Northeast 167th Street
Suite 501
North Miami Beach, FL 33126

FILED
96 NOV 18 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE II
PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE III
CAPITAL STOCK**

The Corporation is authorized to issue One Thousand shares of \$.01 par value Common Stock.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The principal office of the Corporation is 633 Northeast 167th Street, Suite 501, North Miami Beach, FL 33126. The name and street address of the current registered agent of the Corporation is M. Glenn Curran, III, 2400 East Commercial Boulevard, Suite 208, Fort Lauderdale, FL 33308-4022.

ARTICLE V
BOARD OF DIRECTORS

The Corporation shall have two director(s) to hold office until the next meeting of shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office, or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation without further amendment of these Articles. The name and address of the current director(s) of the Corporation is/are:

PRESIDENT: Malcolm Goldsmith
633 Northeast 167th Street
Suite 501
North Miami Beach, FL 33126

VICE PRESIDENT: Sondra Trust
633 Northeast 167th Street
Suite 501
North Miami Beach, FL 33126

SECRETARY: Sondra Trust
633 Northeast 167th Street
Suite 501
North Miami Beach, FL 33126

TREASURER: Malcolm Goldsmith
633 Northeast 167th Street
Suite 501
North Miami Beach, FL 33126

ARTICLE VI
AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

This amendment was adopted by a joint action of the Board of Directors and the Shareholders of this corporation on the date below.

IN WITNESS WHEREOF, the undersigned has executed these First Amended Articles of Incorporation this 13 day of November, 1996.




Malcolm Goldsmith, President

STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 13 day of November, 1996, by Malcolm Goldsmith who was personally known to me or who has produced _____ as identification and who did take an oath.


(signature of officer taking acknowledgment)

PAUL CHIAVETTA
(printed name of officer taking acknowledgment)

{SEAL}



PAUL CHIAVETTA
COMMISSION # GC483581
EXPIRES JULY 25, 1999

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the Registered Agent of this corporation as made in the foregoing Articles of Incorporation. I am familiar with and agree to accept service for said corporation.

DATE: 11/14/76

BY:



M. Glenn Curran, III, Registered Agent