

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0191 FAX

800-342-8086

csc networks

95 JAN 12 11 00 AM

MAIL TO:
P.O. BOX 5820
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 523856 11555A

AUTHORIZATION : *Patricia Pyato*

COST LIMIT : \$ 70.00

ORDER DATE : January 11, 1995

ORDER TIME : 2:58 PM

ORDER NO. : 523856

400001377304

CUSTOMER NO: 11555A

CUSTOMER: Michael D. Mopsick, Esq
MICHAEL D. MOPSICK, PA

Suite 203
7000 West Palmetto Park
Boca Raton, FL 33433

DOMESTIC FILING

P9500000.3195

NAME: THELMA & HAROLD'S ACCESSORY
PALACE, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

FILED
95 JAN 12 AM 11:38
TALLAHASSEE, FLORIDA
SECRET

1-12-95
CI

ARTICLES OF INCORPORATION
OF

THELMA & HAROLD'S ACCESSORY PALACE, INC.

FILED
95 JAN 12 AM 11:38
SECRET
TALLAHASSEE, FLORIDA

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:

THELMA & HAROLD'S ACCESSORY PALACE, INC.

The address of the principal office of this corporation shall be Greenacres Plaza, Booth 214, 3911 Jog Road, Greenacres, Florida 33467, and the mailing address of the incorporation 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 1,000 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 7000 West Palmetto Park Road, Suite 203, Boca Raton, Florida 33433, and the name of the initial registered agent of the corporation at that address is Michael D. Mopsick, Esq.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

| | |
|-------------------------------------|---|
| Thelma Weinshank Pres./Sec. | Greenacres Plaza, Booth 214 3911 Jog Road Greenacres, Florida 33467 |
| Harold Greenspan V. Pres./Treas. | Same |

ARTICLE VII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE VIII. INCORPORATOR

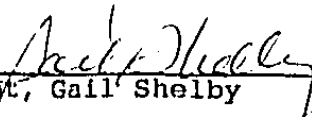
The name and street address of the incorporator to
these Articles of Incorporation:

Corporation Information Services, Inc.
1201 Nays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Information Services, Inc., has hereunto set
their hand and seal of Corporation Information Services,
Inc., on January 11, 1995.

CORPORATION INFORMATION SERVICES, INC.

By:


Its Agent, Gail Shelby

JLM/jlm

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

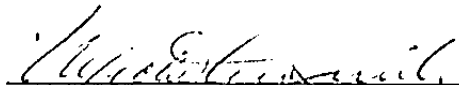
FILED
95 JAN 12 AM 11:38
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is THELMA & HAROLD'S ACCESSORY PALACE, INC.
2. The name and address of the registered agent and office is: MICHAEL D. MOPSICK, ESQ., 7000 West Palmetto Park Road, Suite 203, Boca Raton, County of Palm Beach, State of Florida.

ACKNOWLEDGEMENT

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


MICHAEL D. MOPSICK, ESQ.

Registered Agent
KIND, ROSENTHAL, MOPSICK & RETAMAR
7000 W. Palmetto Park Road
Suite 203
Boca Raton, Florida 33433
(407) 367-9505

P95000003195

LAW OFFICES

KIND, ROSENTHAL, MOPSICK & RETAMAR

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

INTERCONTINENTAL BANK CENTER, SUITE 403

1000 WEST PALMETTO PARK ROAD

BOCA RATON, FLORIDA 33433

EDWARD L. KIND, P.A.
JEFFREY H. ROSENTHAL, P.A.
MICHAEL D. MOPSICK, P.A.
RICHARD E. RETAMAR, P.A.

* ADMITTED IN FL & NJ

TELEPHONE (407) 304-8888
(407) 367-0808
FAX (407) 304-2010

November 30, 1995

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

RE: Thelma & Harold's Accessory Palace, Inc.

600001654956
-12/06/95--01099--012
*****35.00 *****35.00

Dear Madam or Sir:

Enclosed is original Articles of Dissolution for the above referenced corporation together with my check in the amount of \$35.00 for filing fee and a self-addressed stamped envelope for return of stamped copy.

Thank you for your assistance.

Very truly yours,

Michael D. Mopsick
Michael D. Mopsick

MDM:rg
Enclosures
cc: Ms. Thelma Weinshank

FILED
95 DEC -6 PM 6:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. G. Gallo
J.inda

EFFECTIVE DATE
12-31-95

FILED

95 DEC -6 PM 6:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF DISSOLUTION
OF
THELMA & HAROLD'S ACCESSORY PALACE, INC.**

Pursuant to the provisions of Section 607.1403 of the Florida Statutes, these Articles of Dissolution provide that:

ARTICLE I - NAME

The name of the Corporation is THELMA & HAROLD'S ACCESSORY PALACE, INC. (the "Corporation").

ARTICLE II - DATE DISSOLUTION AUTHORIZED

The dissolution was authorized by the Corporation's shareholders on November 29, 1995, to be effective December 31, 1995.

ARTICLE III - SHAREHOLDER APPROVAL

The dissolution was approved by a majority of the Corporation's Shareholders, which is sufficient for dissolution of the Corporation.

IN WITNESS WHEREOF, these Articles of Dissolution have been executed on behalf of the Corporation by its duly authorized officer on November 29, 1995.

THELMA & HAROLD'S ACCESSORY PALACE, INC.

BY: Thelma Weinshank
Thelma Weinshank, President

EFFECTIVE DATE
12-31-95