

CORPORATION INFORMATION
SERVICES, INC.
1201 DAYS STREET
TALLAHASSEE, FL 32310
904-222-9171
904-222-0191 FAX

800-332-8086

csc networks

MAIL TO:
P.O. Box 5028
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 524212 81631A

AUTHORIZATION :

300001385443
-01/20/95--01058--026
****122.50 ****122.50

COST LIMIT : \$ PREPAID

ORDER DATE : January 12, 1995

ORDER TIME : 9:25 AM

ORDER NO. : 524212

CUSTOMER NO: 81631A

CUSTOMER: Vincent E. Damian, Esq
SALOMON, KANNER, DAMIAN, ETAL

2550 World Trade Center
80 South West 8th Street
Miami, FL 33130

File 1st

FILED
95 JAN 12 PM 1:15
TALLAHASSEE, FL

DOMESTIC FILING

P95000003276

NAME: SWEET FLICK, INC.

EFFECTIVE DATE
1-11-95

XXXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING

XXXXX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

FILING 35
R. AGENT 35
C. COPY 52.50
TOTAL 122.50
N. BANK _____
BALANCE DUE _____
REFUND _____

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

DM
1-12-95
02/A

ARTICLES OF INCORPORATION
OF
SWEET FLICK, INC.

EFFECTIVE DATE
1-11-75

FILED

95 JAN 12 PM 1:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

SWEET FLICK, INC.

ARTICLE II

Business and Purposes

The general nature of the business to be transacted by this corporation, or the objects or purposes of this corporation, shall be as follows:

1. to engage in the business of retail and wholesale merchandising;

2. to engage in any lawful enterprise, whether commercial, industrial or agricultural, calculated or designed to be profitable to the corporation;

3. to generally engage in, do and perform any enterprise, act, or vocation that a natural person might or could do or perform;

4. to manufacture, purchase or otherwise acquire, own,

mortgage, pledge, sell, assign and transfer or otherwise dispose of, or invent, trade, deal in and deal with, goods, wares, merchandise and real and personal property of every class and description;

5. to purchase, lease and hold real and personal property and any and every estate and interest therein and choses in action secured thereby; to improve, manage, operate, sell, mortgage, lease and otherwise dispose of any property; to loan money upon such property and to take mortgages and assignments of mortgages on the same; and, to transact all or any other business which may be necessary, incidental or proper to the exercise of any or all of the aforesaid purposes of this corporation;

6. to borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purposes; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times secured by mortgage or otherwise;

7. to guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds issued by, or evidences of indebtedness created by, any other corporation or corporations, and while owning said stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon;

8. to purchase, sell and transfer shares of its own capital

stock;

9. to acquire, enjoy, utilize and to dispose of patents, copyrights, trademarks and any licenses or other rights or interests therein and thereunder; and

10. in general, to carry on any other business in connection with the foregoing and to have and exercise all powers conferred by the laws of Florida upon corporations formed under the general corporation acts of the State of Florida, and any amendments thereto, and to do any and all things hereinbefore set forth to the same extent as a natural person might or could do.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of special powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III

Capital Stock

1. The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 100 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in other property (tangible or intangible) or in labor or services actually performed for this corporation, at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid

and nonassessable.

2. In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE IV

Existence of Corporation

In accordance with Section 607.0203, Florida Statutes, the existence of this corporation shall commence on the date these Articles of Incorporation are subscribed to and acknowledged, if these Articles are filed by the Department of State within five (5) days after subscription and execution. If filed after such five (5) days, the existence of this corporation shall commence upon the filing of these Articles by the Department of State. In either event, the existence of this corporation thereafter shall be perpetual.

ARTICLE V

Corporation's Principal Office

The Corporation's principal office shall be located at 5825 Sunset Drive, Suite 301, South Miami, Florida 33143.

ARTICLE VI

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 80 S.W. 8th Street, Suite 2550, Miami, Florida, and the initial registered agent of this corporation at such office shall be Vincent E. Damian, Jr., Esq. This corporation shall have the right to change such registered office and such registered agent

from time to time, as provided by law.

ARTICLE VII

Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VIII

Initial Board of Directors

The initial Board of Directors shall consist of one (1) but nor more than five (5) members, such member to hold office until his or her successor has been duly elected and qualifies. The name

and street address of the initial director is:

<u>Name</u>	<u>Address</u>
Walter Sweeting	5825 Sunset Drive Suite 301 South Miami, Florida 33143
Leo Shey	5825 Sunset Drive Suite 301 South Miami, Florida 33143
Jerry Flick	5825 Sunset Drive Suite 301 South Miami, Florida 33143

ARTICLE IX
Incorporator

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

<u>Name</u>	<u>Address</u>
Walter Sweeting	5825 Sunset Drive Suite 301 South Miami, Florida 33143

ARTICLE X

By-Laws

1. The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders. No by-law which has been altered, amended or adopted by such a vote of the stockholders may be altered, amended or repealed by the vote of the

directors until two years shall have expired since such action by vote of such stockholders.

2. The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE XI

Amendment of Articles of Incorporation

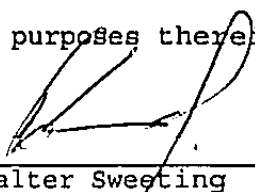
This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE XII

Applicability of Section 607.0901

The provisions of Section 607.0901, Florida Statutes, shall be inapplicable to this corporation.

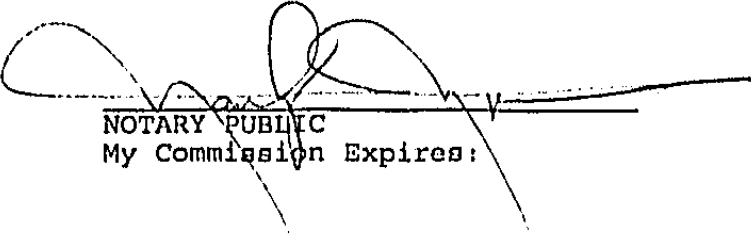
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.



Walter Sweeting

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 11th
day of January, 1995 by Walter Sweeting who is personally known to
me or who produced a Florida Driver's License as identification.



NOTARY PUBLIC
My Commission Expires:



ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Vincent E. Damian, Jr., having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 11 day of January, 1995.



Vincent E. Damian, Jr.

FILED
95 JAN 12 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000003276

SALOMON, KANNER, DAMIAN & RODRIGUEZ, P.A.

ATTORNEYS AT LAW
2550 WORLD TRADE CENTER
80 N.W. 8TH STREET
MIAMI, FLORIDA 33130

TELEPHONE (305) 378-1081 MIAMI
BROWARD (305) 522-8055
TELECOPY (305) 374-1710

July 23, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

2000001905502
-07/26/96--01048--002
*****87.50 *****87.50

Re: Sweet Flick, Inc.

Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Amendment amending Articles of Incorporation of Sweet Flick, Inc. changing the name of the corporation to The Sweeting Group, Inc.

Sweet Flick, Inc. is the General Partner of the Sweeting Group, Ltd. and is changing its name so that the name of the General Partner reflects the Limited Partnership name as allowed by statute.

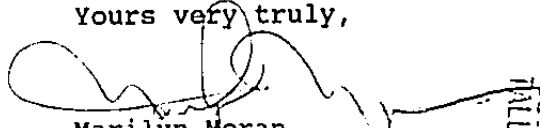
We would appreciate your filing these and sending us a certified copy with the applicable filing information in the enclosed self-addressed envelope. We are enclosing our firm check in the amount of \$87.50 to cover the following costs:

Filing Fee	\$35.00
Certified Copy	\$52.50

Total	\$87.50

Thank you for your prompt attention to this matter.

Yours very truly,


Marilyn Moran
Certified Legal Assistant
to Vincent E. Damian, Jr.

Enclosures

FILED
JUL 26 AM 10:26
TALLAHASSEE, FLORIDA

341 8/5
NC

ARTICLES OF AMENDMENT AMENDING
ARTICLES OF INCORPORATION OF
SWEET FLICK, INC.
CHANGING NAME OF CORPORATION
TO THE SWEETING GROUP, INC.

FILED
JUL 25 1996
RECEIVED
JUL 25 1996

- A. The name of the Corporation is Sweet Flick, Inc.
- B. The following is the text of the Amendment adopted by the Shareholders of the Corporation upon submission by the Board of Directors.

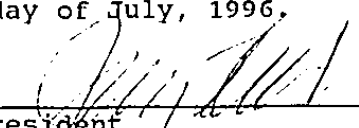
"BE IT RESOLVED by the Corporation that Article I of the Articles of Incorporation being amended so that as amended it shall read: The name of this corporation shall be The Sweeting Group, Inc."

- C. The Corporation remains the General Partner of The Sweeting Group, Ltd. and as such consents to this name change.

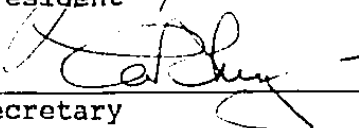
- D. The Amendment was adopted the 12th day of July, 1996, and is effective on that date.

The undersigned officers do hereby certify that the foregoing Amendment to Article I of the Articles of Incorporation changing the name of the Corporation to The Sweeting Group, Inc. was adopted by the Shareholders of the Corporation upon presentation of Resolution by the Board of Directors; and that said Resolution was adopted by the Shareholders on July 12, 1996, effective that date.

Dated this 18th day of July, 1996.



President



Secretary

STATE OF FLORIDA)
) ss
COUNTY OF DADE)

BEFORE ME, the undersigned authority personally appeared
Jerry Nick as President and Leo P. Shesl
as Secretary of the foregoing Corporation, who executed the
foregoing instrument in their capacity as such and as the act of
the corporation. They are both personally known to me.

Dated this 18th day of July, 1996.

Norma S. Degregorio
Notary Public, State of Florida,
at Large

My Commission Expires:

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