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1/17/95

FLORIDA DIVISION OF CORPORATIONS

9:51 AM

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TO: DIVISION OF CORPORATIONS

FROM: FAB-T CORP. AGENTS, INC.

DEPARTMENT OF STATE

8405 NW 53RD ST

STATE OF FLORIDA

SUITE C-100

409 EAST GAINES STREET

MIAMI FL 33166-

TALLAHASSEE, FL 32399

CONTACT: LINDA FERNANDEZ

FAX: (904) 922-4000

PHONE: (305) 599-0839

FAX: (305) 572-9591

((H95000000604))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: SOMOJO, INC.

FAX AUDIT NUMBER: H95000000604

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/17/1995

TIME REQUESTED: 09:51:51

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

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ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 071001002335

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FLORIDA DIVISION OF CORPORATIONS

9:52 AM

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01/17/95

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ARTICLES OF INCORPORATION
OF

SOMOJO, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: SOMOJO, INC.

The principal place of business of this corporation shall be: 1776 Michigan Ave.
Miami Beach, FL 33139

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact 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 aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: 1,000 Shares \$ 1.00 par value

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

President: Spence Troy Levy 1776 Michigan Ave. Miami Beach, FL 33139
V/President: Marc Todd Levy 1776 Michigan Ave. Miami Beach, FL 33139
S/Treasurer: Jay Evan Abramowitz 1776 Michigan Ave. Miami Beach, FL 33139

Prepared by: MARC TODD LEVY
1776 Michigan Ave.
Miami Beach, FL 33139
(305) 538-4327

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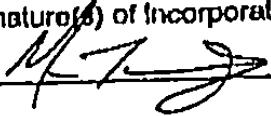
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

Marc Todd Levy 1776 Michigan Ave. Miami Beach, FL 33139

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 16th day of January, 1995.

Signature(s) of Incorporator(s)



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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 807.0501 or 817.0501, 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: SOMOSO, INC.

2. The name and address of the registered agent and office is:

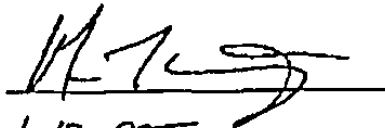
Marc Todd Levy
(NAME)

1776 Michigan Ave.
(P.O. BOX NOT ACCEPTABLE)

Miami Beach, FL 33139
(CITY/STATE/ZIP)

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.

SIGNATURE



DATE

1-13-95

REGISTERED AGENT FILING FEE: \$35.00

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DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135- 401-0000-0000
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3094
FAX: (305) 541-3770

(((H95000009290))) DOCUMENT TYPE: BASIC AMENDMENT

NAME: SOMOJO, INC.

FAX AUDIT NUMBER: H95000009290

DATE REQUESTED: 08/22/1995

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1995 AUG 23 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESTATED ARTICLES OF INCORPORATION
OF

SOMOJO, INC.
P95000004157

THE UNDERSIGNED, for purposes of amending and restating the Articles of Incorporation of Somojo, Inc., a Florida corporation (the "Corporation"), under the Florida Business Corporation Act, hereby restates the Articles of Incorporation of the Corporation as follows:

- FIRST:** The name of the Corporation is Somojo, Inc.
- SECOND:** The principal office address and mailing address of the Corporation is 545 Michigan Avenue, Suite 2, Miami Beach, Florida 33139.
- THIRD:** The total shares of capital stock which the Corporation is authorized to issue is 150,000, of which 100,000 shall be shares of Class A Common Stock, par value \$.01 per share ("Class A Stock"), and 50,000 shall be Class B Common Stock, par value \$.01 per share ("Class B Stock").

The Class A Stock shall be entitled to one vote per share, and the Class B Stock shall be entitled to ten votes per share. Class A Stock and Class B Stock shall vote together as a single class on all matters submitted to shareholders for a vote or written consent in lieu thereof. Class A Stock and Class B Stock shall not vote as separate classes, and all rights to separate class voting are hereby waived unless absolutely required by a provision of applicable law that cannot be waived. Other than the number of votes per share, the Class A Stock and the Class B Stock shall have completely identical rights and characteristics, including, but not limited to, rights to distributions in the form of dividends or upon dissolution and liquidation of the Corporation.

To effectuate this amendment to the authorized and issued shares of the stock of the Corporation, each outstanding share of the Corporation's Common Stock, \$1.00 par value, issued and outstanding immediately prior to the filing of these Restated Articles of Incorporation shall, immediately after the filing of these Restated Articles of

Prepared by:

Jerry J. Sobel, Esq.
Florida Bar No.: 908614
Stroock & Stroock & Lavan
240 South Biscayne Boulevard
33rd Floor
Miami, Florida 33131-2385
(305) 358.9900

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1995 AUG 23 PM 2:04
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TALLAHASSEE, FLORIDA

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Incorporation, be exchanged for 135 shares of the Class B Stock.

FOURTH: The street address of the registered office of the Corporation is: 545 Michigan Avenue, Miami Beach, Florida 33139, and the registered agent at that address is Marc T. Levy.

FIFTH: The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.

SIXTH: The Corporation shall, to the fullest extent permitted by the Florida Business Corporation Act, as same may be amended from time to time, indemnify all officers and directors of the Corporation from and against any and all expenses, liabilities, or other matters referred to in or covered by said provisions. The indemnification provided for herein shall not be deemed exclusive of any other rights to which any director or officer may be entitled under any Bylaw, agreement, vote of the shareholders or disinterested directors or otherwise, both as to actions in his or her official capacity and as to actions in any other capacity while holding such office, and shall continue for any person who has ceased to be an officer or director of the Corporation.

SEVENTH: The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

EIGHTH: The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

NINTH: The effective date of these Restated Articles of Incorporation shall be August 18, 1995.

IN WITNESS WHEREOF, the undersigned has executed these restated and Amended Articles of Incorporation as of this 18th day of August, 1995.


SPENCER T. LEVY, PRESIDENT

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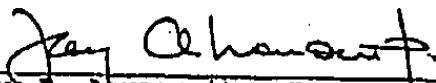
CERTIFICATE ACCOMPANYING RESTATED
ARTICLES OF INCORPORATION OF SOMOJO, INC.

THE UNDERSIGNED, for purposes of complying with Section 607.1007 of the Florida Business Corporation Act, certifies as follows:

1. The Restated Articles of Incorporation of Somojo, Inc. (the "Corporation") executed by the President of the Corporation on August 18, 1995, contained amendments to the Corporation's original Articles of Incorporation which required shareholder approval.

2. These amendments to the Articles of Incorporation were approved by the unanimous written consent of all of the shareholders of the Corporation on August 18, 1995, which number of votes was sufficient for approval of such amendments.

IN WITNESS WHEREOF, the undersigned Secretary of the Corporation has executed this Certificate as of the 18th day of August, 1995.


Jay E. Abramowitz, Secretary

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