

P95000004983

MENDOZA, CALLAS & SCHILLING

ATTORNEYS AT LAW

SIXTH FLOOR • PLAZA CENTER WEST

251 ROYAL PALM WAY

P. O. BOX 2715

PALM BEACH, FLORIDA 33480

FRANKLIN D. CALLAS
MARIO G. DE MENDOZA, III
CHRISTOPHER J. SCHILLING

TELEPHONE (407) 659-1111
CABLE MENDOZA PB
FAX (407) 659-4009

January 12, 1995

CERTIFIED RETURN RECEIPT REQUESTED

Corporation Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32324

EFFECTIVE DATE
1-12-95

000001382730
-01/18/95--01044--004
***122.50 ***122.50

RE: Gheid & Cerutti, Inc.
Our File No. 4976

Gentlemen:

Enclosed herewith to be filed with your office, please find the Articles of Incorporation and Resident Agent form for the captioned entity. Also enclosed herewith please find a check in the amount of \$122.50 to defray the costs set forth below:

Filing Fee	\$ 35.00
Resident Agent Form	\$ 35.00
Certified Copy of the Articles of Incorporation	\$ 52.50

TOTAL:	\$122.50
	=====

For your convenience in returning to me a certified copy of the Articles of Incorporation, I have enclosed herewith a photocopy of the same.

Thank you for your cooperation in this matter.

Sincerely,


Mario G. de Mendoza, III

MG4111/rw
Enclosures

CERTIFIED MAIL
NO.: Z 010 064 556

B. REGISTER JAN 19 1995

FILED
95 JUN 17 PM 4:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

MCN111/dm
4976
01/12/95

EFFECTIVE DATE
1-13-95

ARTICLES OF INCORPORATION

OF

GUEID & CERUTTI, INC.

FILED
95 JAN 17 PM 4:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Article I - Name

The name of this corporation is GUEID & CERUTTI, INC.

Article II - Duration

The term for which this corporation shall exist shall be perpetual and its existence shall begin on the date of execution and acknowledgment of these articles.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 10,000 shares of one dollar (\$1.00) par value non-assessable stock.

Article V - Amendments

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Article VI - Initial Registered Office & Agent

The street address of the initial registered office and the principal place of business of this corporation is 251 Royal Palm Way, Sixth Floor, Palm Beach, Florida 33480. The name of the initial registered agent of this corporation at that address is Mario G. de Mendoza, III, Esquire.

Article VII - Initial Board of Directors

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but never be less than one (1). The name of the initial director of this corporation is:

MARIO G. de MENDOZA, III
Mendoza, Callas & Schilling
251 Royal Palm Way
Palm Beach, Florida 33480

Article VIII - Incorporator

The name and address of the person signing these Articles of Incorporation is:

MARIO G. de MENDOZA, III
Mendoza, Callas & Schilling
251 Royal Palm Way
Palm Beach, Florida 33480

Article IX - Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

Article X - Meetings by Conference Telephone

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

Article XI - Action by Directors without a Meeting

The directors of this corporation may take action by written consent, as provided by law.


Article XII - Shareholders' Meeting

Except as may be otherwise in the By-Laws, any annual or other meeting of the shareholders may be held within or without the State and any shareholder may waive notice of any meeting either before or after the meeting.

Article XIII - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12th day of January, 1995.



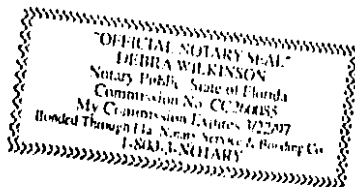
Mario G. de Mendoza, III
Subscriber

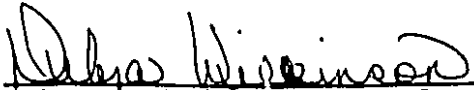
STATE OF FLORIDA)

COUNTY OF PALM BEACH)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County aforesaid, appeared MARIO G. de MENDOZA, III, who is personally known to me and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 12th day of January, 1995.




Notary Public-State of Florida
at Large

Commission No.: CC-260085
Commission Expires: 03/22/97

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4976
01/12/95

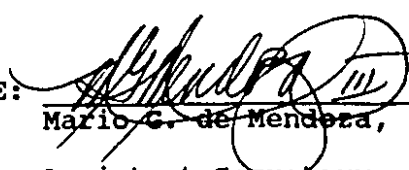
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
SERVICE MAY BE SERVED**

IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST THAT: **GUEID & CERUTTI, INC.** desiring to organize or
qualify under the laws of the State of Florida, with its
principal place of business at Town of Palm Beach, State of
Florida, has named Mario G. de Mendoza, III, Esq., located at
251 Royal Palm Way, Sixth Floor, Palm Beach, Florida 33480,
as its agent to accept service of process within Florida.

GUEID & CERUTTI, INC.

SIGNATURE:


Mario G. de Mendoza, III

TITLE: Assistant Secretary

DATE: January 12, 1995

FILED
95 JAN 17 PM 4:05
TALLAHASSEE FLORIDA
SECRETARY OF STATE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE:


Mario G. de Mendoza, III

DATE: January 12, 1995

P95000004983

MENDOZA, CALLAS & SCHILLING

ATTORNEYS AT LAW

SIXTH FLOOR • PLAZA CENTER WEST

251 ROYAL PALM WAY

P. O. BOX 2715

PALM BEACH, FLORIDA 33480

FRANKLIN G. CALLAS
MARIO G. DE MENDOZA, III
CHRISTOPHER J. SCHILLING

TELEPHONE (407) 659-1111
CABLE MENDOZA PB
FAX (407) 659-4009

July 31, 1995

VIA FEDERAL EXPRESS 3361007591

Amendments & Merger Section
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

800001551208
-08/01795--01102--014
*****87.50 *****87.50

ON SEP 14 1995

Re: Gueid & Cerutti, Inc.
Document No. P95000004983
Our File No. 4976

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 12 AM 10:24

Dear sir or madam:

Please be advised that the captioned corporation is changing its name from Gueid & Cerutti, Inc. to La Boulangerie, Inc. Accordingly, enclosed herewith please find the following documents:

1. Original and photocopy of First Amendment to Articles of Incorporation changing the corporate name to La Boulangerie, Inc.

Also enclosed herewith is a check in the amount of \$87.50 representing the following:

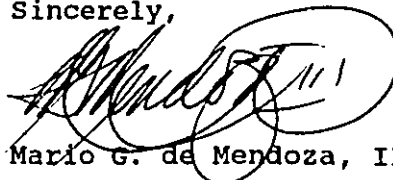
a.	Filing Fee, Amendment	35.00
b.	Certified Copy, Amendment	<u>52.50</u>
	Total	\$87.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 12 AM 10:24

Please return the photocopy of the First Amendment, certified.

Thank you for your attention to this matter.

Sincerely,


Mario G. de Mendoza, III

W95-15911

ON SEP 14 1995

NC



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 8, 1995

Mario G. de Mendoza, III, Esq.
P.O. Box 2715
Palm Beach, FL 33480

SUBJECT: GUEID & CERUTTI, INC.
Ref. Number: P95000004983

We have received your document for GUEID & CERUTTI, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please provide an English translation for the entity's name in your cover letter.

Please return 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 (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 895A00037108

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 12 AM 10:24

MENDOZA, CALLAS & SCHILLING

ATTORNEYS AT LAW
SIXTH FLOOR • PLAZA CENTER WEST
251 ROYAL PALM WAY
P. O. BOX 2715
PALM BEACH, FLORIDA 33480

FRANKLIN G. CALLAS
MARIO G. DE MENDOZA, III
CHRISTOPHER J. SCHILLING

TELEPHONE (407) 659-1111
CABLE MENDOZA PB
FAX (407) 659-4009

August 11, 1995

Steven Harris, Corporate Specialist
Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: **Gueid & Cerutti, Inc. -**
Name Change to:
La Boulangerie, Inc.
Your Letter No.:
895A00037108
Our File No. 4976

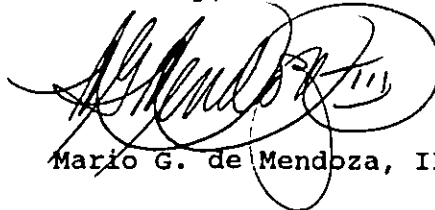
Dear Mr. Harris:

I acknowledge receipt of your letter number 895A00037108, dated August 8, 1995 in connection with the captioned entity, a photocopy of which letter is enclosed herewith for your information and convenience. Accordingly, please be advised that the English translation for La Boulangerie, Inc. is: **The Bakery.**

The original and a copy of the First Amendment to the Articles of Incorporation are being returned herewith for filing with your office.

Thank you very much for your anticipated cooperation in this matter.

Sincerely,



Mario G. de Mendoza, III

MGMIII/dw
enclosures

RECEIVED
DIVISION OF STATE
CORPORATIONS
95 SEP 12 AM 10:24



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 22, 1995

Mario G. de Mendoza, III, Esq.
P.O. Box 2715
Palm Beach, FL 33480

SUBJECT: GUEID & CERUTTI, INC.
Ref. Number: P95000004983

We have received your document for GUEID & CERUTTI, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

When a corporate name is going to be in another language, we must have an English translation of the name. The name must also be available in English. The English translation for the corporation, The Bakery, is not available. We currently have a corporation by the name of The Bakery, Incorporated. You must add a major word to the name before it can be used. Be sure to include a corporate suffix on the English translation.

Please return 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 (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 095A00039219

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 12 AM 10:24

MENDOZA, CALLAS & SCHILLING

ATTORNEYS AT LAW
SIXTH FLOOR • PLAZA CENTER WEST
251 ROYAL PALM WAY
P. O. BOX 2715
PALM BEACH, FLORIDA 33480

FRANKLIN G. CALLAS
MARIO G. DE MENDOZA, III
CHRISTOPHER J. SCHILLING

TELEPHONE (407) 659-1111
CABLE MENDOZA PB
FAX (407) 659-4009

September 11, 1995

VIA FEDERAL EXPRESS

Steven Harris, Corporate Specialist
Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: Your Ref. No. P95000004983
Gueid & Cerutti, Inc. -
Name Change to:
La Boulangerie de Floride, Inc.
Our File No. 4976

Dear Mr. Harris:

Enclosed herewith please find a copy of your letter dated August 22, 1995, and an original and a copy of the First Amendment to Articles of Incorporation of Gueid & Cerutti, Inc. Pursuant to your letter, the name of the Corporation has been changed to **La Boulangerie de Floride, Inc.** The English translation for this name is **The Bakery of Florida, Inc.** In checking with your office today as to the availability of this name, Thelma Lewis advised that the name in this form is available.

The original of the First Amendment to the Articles of Incorporation is returned for filing with your office. Please return the photocopy of the First Amendment to me duly certified.

Thank you very much for your anticipated cooperation in this matter.

Sincerely,



Mario G. de Mendoza, III

MGMIII:ba
enclosures

FILED
DIVISION OF STATE
CORPORATIONS
SEP 12 AM 10:24

MENDOZA, CALLAS AND SCHWILBY

Attorneys At Law
Sixth Floor, Plaza Canter West
251 Royal Palm Way
Post Office Box 2715
Palm Beach, Florida 33480
Telephone: (407) 659-1111
Telefax: (407) 659-4009

TELECOPY COVER SHEET

To: Division of Corporations
ATTENTION: LYNN
Florida Department of State
Fax No. (904) 487-6013

From: Mario G. de Mendoza, III

Date: September 11, 1995

Re: La Boulangerie de Florida, Inc.
Our File No. 4976

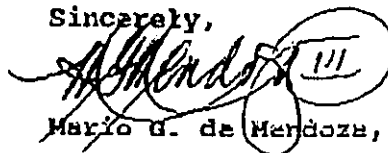
Pages: 2 (including this cover sheet)

Dear Lynn:

I apologize for the mistake in the attached letter dated September 11, 1995. The correct translation for La Boulangerie de Florida, Inc. is "The Florida Bakery, Inc."

I hope that you will pardon this oversight.

Sincerely,



Mario G. de Mendoza, III

HGMIII:ba
attachment

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 12 AM 10:24

MGHIII/ba
4976
7/28/95

STATE OF FLORIDA
Document No. P95000004983

FIRST AMENDMENT
TO
ARTICLES OF INCORPORATION OF
GUEID & CERUTTI, INC.

RESOLVED that paragraph Article I - Name of the Articles of Incorporation of GUEID & CERUTTI, INC. be amended to read as follows:

The name of the corporation is:

La Boulangerie de Floride, Inc.

Be it further resolved that this amendment shall be effective when approved by the Department of State of the State of Florida.

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

I, Jean-Philippe Cerutti, do hereby certify that I am the President of GUEID & CERUTTI, INC., a corporation organized under the laws of the State of Florida; that the foregoing resolution amending the Articles of Incorporation of said corporation and providing for an effective date for said amendment were adopted by the unanimous vote of the Board of

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 12 AM 10:24

Directors and of the stockholders of said corporation at a joint meeting of the Directors and Stockholders held on July 31, 1995, notice of which was waived pursuant to the laws of the state of Florida.



Jean-Philippe Cerutti,
President

IN WITNESS WHEREOF, GUEID & CERUTTI, INC., has caused these presents to be signed in its name by its proper officer and its corporate seal to be affixed by its President, this 11th day of September, 1995.

GUEID & CERUTTI, INC.

CORPORATE SEAL

By: 

Jean-Philippe Cerutti,
President

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 12 AM 10:24

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that, before me personally appeared Jean-Philippe Cerutti, as President of GUEID & CERUTTI, INC., a corporation under the laws of the State of Florida, to me PERSONALLY KNOWN to be the person described in and who executed the foregoing instrument and affixed the corporate seal, and severally acknowledged his execution thereof to be his free act and deed as such officer, for the uses and purposes therein mentioned, and that said instrument is the act and deed of said corporation.

WITNESS my hand and official seal this 11th day of September, 1995.



Notary Public - State of Florida
My commission expires: 05-30-99
Commission Number: CC-463145

(NOTARY SEAL)



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 12 AM 10:24

P95000004983

MENDOZA, CALLAS & SCHILLING

ATTORNEYS AT LAW
SIXTH FLOOR - PLAZA CENTER WEST
251 ROYAL PALM WAY
P.O. BOX 2715
PALM BEACH, FLORIDA 33480

FRANKLIN G. CALLAS
MARIO G. DE MENDOZA, III
CHRISTOPHER J. SCHILLING

TELEPHONE (407) 659-1111
CABLE MENDOZA PB
FAX (407) 659-4009

July 2, 1996

700001885477
-07/05/96--01081--016
*****87.50 *****87.50

Amendments & Merger Section
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: La Boulangerie de Floride, Inc.
Document No. P95000004983
Our File No. 4976

Dear sir or madam:

Please be advised that the captioned corporation is changing its name from La Boulangerie de Floride, Inc. to Screen Plus, Inc. Accordingly, enclosed herewith please find the following documents:

1. Original and photocopy of Second Amendment to Articles of Incorporation changing the corporate name to Screen Plus, Inc.

Also enclosed herewith is a check in the amount of \$87.50 representing the following:

a.	Filing Fee, Amendment	\$35.00
b.	Certified Copy, Amendment	\$52.50

Total: \$87.50

Please return the photocopy of the Second Amendment, duly certified.

Thank you for your attention to this matter.

Sincerely,



Mario G. de Mendoza, III

N/C

VS JUL 15 1996

MGMIII:dw
Enclosures

FILED
JUL -5 AM 11:33
TALLAHASSEE
FLORIDA
SECRETARY OF STATE

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4976
7/02/96

STATE OF FLORIDA
Document No. P95000004983

FILED
96 JUL -5 AM 11:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

SECOND AMENDMENT
TO
ARTICLES OF INCORPORATION OF
LA BOULANGERIE DE FLORIDE, INC.

RESOLVED that paragraph Article I - Name of the Articles of Incorporation of LA BOULANGERIE DE FLORIDE, INC. be amended to read as follows:

The name of the corporation is:

SCREEN PLUS, INC.

Be it further resolved that this amendment shall be effective when approved by the Department of State of the State of Florida.

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

I, Mario G. de Mendoza, III, do hereby certify that I am the Vice President of LA BOULANGERIE DE FLORIDE, INC., a corporation organized under the laws of the State of Florida; that the foregoing resolution amending the Articles of Incorporation of said corporation and providing for an effective date for said amendment were adopted by the unanimous vote of the Board of Directors and of the stockholders of said corporation at a joint meeting of the Directors and Stockholders held on July 2, 1996, notice of which was waived pursuant to the laws of the State of Florida.



Mario G. de Mendoza, III, Vice
President


MENDOZA, CALLAS & SCHILLING
ATTORNEYS AT LAW

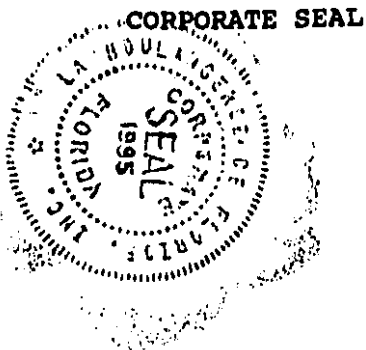
IN WITNESS WHEREOF, LA BOULANGERIE DE FLORIDE, INC., has caused these presents to be signed in its name by its proper officers and its corporate seal to be affixed and attested by its Assistant Secretary this 2nd day of July, 1996.

LA BOULANGERIE DE FLORIDE, INC.

By: 
Mario G. de Mendoza III, Vice
President

ATTEST:

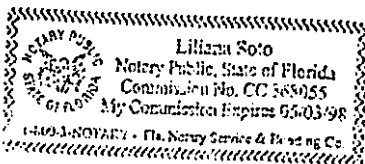

Debra Wilkinson, Assistant Secretary




STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that, before me personally appeared Mario G. de Mendoza, III and Debra Wilkinson, Vice President and Assistant Secretary respectively, of LA BOULANGERIE DE FLORIDE, INC., a corporation under the laws of the State of Florida, to me PERSONALLY KNOWN to be the persons described in and who executed the foregoing instrument and affixed the corporate seal, and severally acknowledged their execution thereof to be their free act and deed as such officers, for the uses and purposes therein mentioned, and that said instrument is the act and deed of said corporation.

WITNESS my hand and official seal this 2nd day of July, 1996.



(NOTARY SEAL)


Notary Public - State of Florida
Commission expires: 5/3/98
Commission Number: CC 368055