



THE COMPANY CORPORATION

Three Christina Centre • 201 N. Walnut Street • Wilmington, Delaware 19801 • Telephone: (302) 575-0440 • Fax: (302) 575-1346

January 4, 1995

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee FL 32314

300001384883
-01/20/95--01010--007
*****70.00 *****70.00

RE: Debs Holding Corporation
P33116P.DEDEB

Dear Sir or Madam:

Enclosed please find Articles of Incorporation, and our check(es) in the amount of \$70.00 for Debs Holding Corporation

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact me directly at 1-302-575-0440, ext. 208 with questions regarding the enclosed application.

Sincerely,

Kimberly Andras
Kimberly Andras

enc.

95 JAN 20 AM 9 13
SECRETARY OF STATE
DEPARTMENT OF REVENUE
TALLAHASSEE, FLORIDA

FILED

1-24-95

ARTICLES OF INCORPORATION
OF
Debs Holding Corporation

FILED

95 JAN 20 AM 9 13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

FIRST: The name of the corporation shall be Debs Holding Corporation.

SECOND: The address of the initial registered office of the corporation is 200 - A John Knox Road, Tallahassee FL 32303-6643, County of Leon. The name of the registered agent located at said address is Larry Wolfe.

THIRD: The principal address of the corporation is 121 Ocean Drive, Suite 203; Miami Beach FL 33139.

FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

FIFTH: The total authorized stock of this corporation is divided into 100 shares of \$1.00 par value.

SIXTH: The number of directors constituting the initial board of directors is one, and the name(s) and address(es) who will serve as directors until the first annual meeting of shareholders or until their successors are as follows:

Luis Debs P.O. Box 160188; Miami FL 33116-0188

SEVENTH: The duration of the corporation is perpetual.

EIGHTH: The name(s) and address(es) of the persons who are to act as incorporator(s) are as follows:

Kimberly Andras c/o The Company Corporation
Three Christina Centre, 201 N. Walnut St., Wilmington DE 19801

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 4th day of January, 1995.


State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 4th day of January, 1995 by Kimberly Andras.

NOTARY PUBLIC-DELAWARE
Appointed October 6, 1994
Term 2 Years


Notary Public

This document was prepared by Kimberly Andras, Three Christina Centre, 201 N. Walnut Street, Wilmington DE 19801 (302) 575-0440

FILED

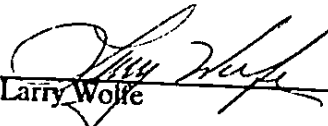
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMED AGENT UPON
PROCESS MAY BE SERVED.

In compliance with Section 607.1507, Florida Statutes, the following is
submitted:

First, this Debs Holding Corporation
desiring to organize under the laws of the state of Florida with its principal place of
business located in the city of Miami Beach, State of
Florida, has named Larry Wolfe located at 200 - A John Knox Road, Tallahassee FL
32303-6643 as its agent for service of process within Florida.

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.


Larry Wolfe

1/4/95

Date