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FILED
SECRETARY OF STATE
95 JAN 20 PM 11:35

(Requestor's Name)
Judith Kanney, Attorney 305-373-0300
CHEEZEM MONTELLO & KENNEY P A
701 BRICKELL STE 1200
MIAMI FL 33131

OFFICE USE ONLY

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01/20/95 11:09 AM
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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

ZOE GARBO, INC.

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

ARTICLES OF INCORPORATION
OF
ZOE GARBO, INC.

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SECRETARY OF STATE
CORPORATION DIVISION
05 JAN 20 AM 11:35

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

ZOE GARBO, INC.

(hereinafter the "Corporation").

ARTICLE II

The existence of the Corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The Corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The Corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

The maximum number of shares which the Corporation shall have authority to issue shall be 10,000 shares of common stock with a par value of \$0.10 per share.

ARTICLE V

The street address of the Corporation's initial registered office and the Corporation's initial registered agent at that address shall be:

Rossz Fiu Corporation
701 Brickell Avenue, Suite 1200
Miami, Florida 33131

ARTICLE VI

The Corporation shall have one director initially. The name and address of the initial director of the corporation, who shall hold office until his successors are elected and qualified or until his earlier resignation or removal from office is:

Craig Leitman

701 Brickell Ave, Suite 1200
Miami, Florida 33131

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the Corporation, but shall not be less than one.

ARTICLE VII

The name and address of the incorporator of the Corporation
is:

Judith Kenney
CHEEZEM MONTELLO & KENNEY, P.A.
701 Brickell Avenue, Suite 1200
Miami, Florida 33131

ARTICLE VIII

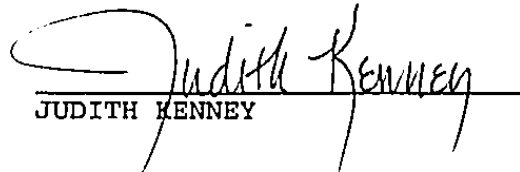
The mailing address of the Corporation's principal office
shall be:

701 Brickell Avenue, Suite 1200
Miami, Florida 33131

ARTICLE IX

This corporation shall indemnify, and shall advance expenses
on behalf of, its officers and directors to the fullest extent not
prohibited by any law in existence either now or hereafter.

Executed at Miami, Florida this 19th day of January, 1995.

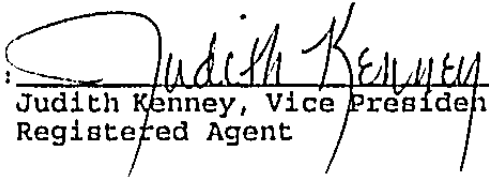

JUDITH KENNEY

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of ZOE GARBO, INC., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 19th day of January, 1995.

ROSSZ FIU CORPORATION

By: 
Judith Kenney, Vice President
Registered Agent

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