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DEFABIO AND FENN, P.A.

ATTORNEYS AT LAW

SUITE 400

2121 PONCE DE LEON BOULEVARD

CORAL GABLES, FLORIDA 33134

GEORGE J. DEFABIO  
LEONARD P. FENN

TELEPHONE (305) 448-7200

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January 17, 1995

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

5000001387285  
-01/23/95--01093--001  
\*\*\*122.50 \*\*\*122.50

Re: Articles of Incorporation  
Country Doo-Dads, Inc.

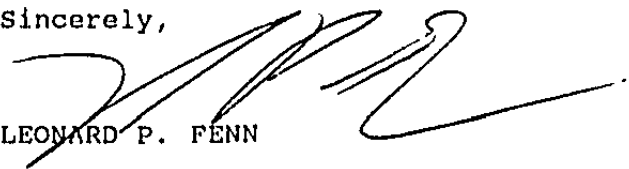
Dear Sir/Madam:

Enclosed please find the Articles of Incorporation of Country Doo-Dads, Inc., check in the amount of \$122.50 which represents the filing fee for same along with a self-addressed stamped envelope for the return of same.

Thank you very much.

Sincerely,

LEONARD P. FENN



LPF/mg  
Enc.

FILED  
95 JAN 23 PM 2:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BROWN JAN 25 1995

ARTICLES OF INCORPORATION  
OF  
COUNTRY DOO-DADS, INC.

FILED  
55 JAN 23 PM 2:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be COUNTRY DOO-DADS, INC.

ARTICLE II

DURATION

This corporation is to have perpetual existence.

ARTICLE III

NATURE OF BUSINESS

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue Five Hundred (500) shares of all one class at One (\$1.00) Dollar each par value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V

CORPORATE ADDRESS

The initial street address of the principal office of this corporation is as follows:

2121 Ponce Leon Boulevard  
Suite 430  
Coral Gables, Florida 33134

ARTICLE VI

INITIAL REGISTERED AGENT

The initial Registered Agent of this corporation is as follows:

LEONARD P. FENN  
2121 Ponce de Leon Boulevard  
Suite 430  
Coral Gables, Florida 33134

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have one Director initially. The number of Directors may be either increased or decreased from time to time by an amendment of By-Laws of the corporation in the manner provided by law, but shall never be less than one.

NAME

ADDRESS

JOY RUSSO

13205 S.W. 71st Avenue  
Miami, FL 33156

ARTICLE VIII

INCORPORATORS

The name and address of the Incorporator signing these Article of Incorporation is:

NAME

ADDRESS

LEONARD P. FENN

2121 Ponce de Leon Blvd. S-430  
Coral Gables, FL 33134

ARTICLE IX

AMENDMENT OF BY-LAWS

The power to adopt, alter, amend, or repeal the By-Laws of this corporation shall be vested in the Board of Directors and shall be by majority vote of the Board of Directors.

ARTICLE X

INDEMNIFICATION

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

ARTICLE XI

INFORMAL ACTION OF DIRECTORS

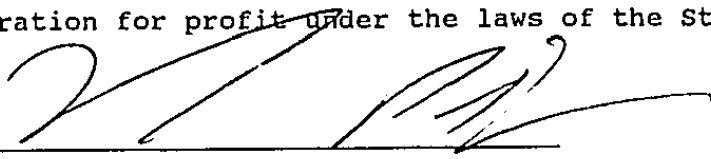
If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation and the writing evidencing their consent is filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XII

AMENDMENT OF ARTICLES

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, for the purpose of forming a corporation for profit under the laws of the State of Florida.



A handwritten signature in dark ink, appearing to be 'J. P. [unclear]', is written over a horizontal line.

STATE OF FLORIDA

COUNTY OF DADE

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County above-named to take acknowledgements, personally appeared LEONARD P. FENN, who produced who is well known to me to be the person described in these Articles of Incorporation and who executed same, as incorporator and acknowledged before me that he subscribed to said Articles of Incorporation.

WITNESS my hand and seal this 17<sup>th</sup> day of January, 1995.

Sign: Tamara E. Padilla  
Print: Tamara E. Padilla  
NOTARY PUBLIC, State of Florida  
at Large

My Commission Expires:



OFFICIAL SEAL  
TAMARA E. PADILLA  
My Commission Expires  
Oct. 29, 1996  
Comm. No. CC 239417

REGISTERED AGENT CERTIFICATE

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST - That COUNTRY DOO-DADS, INC. desires to organize under the laws of the State of Florida, with its principal offices as indicate in the Articles of Incorporation, in the City of Miami, County of Dade, State of Florida, has named LEONARD P. FENN, 2121 Ponce de Leon Boulevard, Suite 430, Coral Gables, Florida 33134 as it's registered agent to accept service of process.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping said office open.

By: 

LEONARD P. FENN

STATE OF FLORIDA  
COUNTY OF DADE

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County above-named to take acknowledgements, personally appeared LEONARD P. FENN who produced to me well known to be the person described in this Registered Agent Certificate and who executed same, and acknowledged before me that he subscribed to said Registered Agent Certificate.

WITNESS my hand and seal this 17th day of

January, 1995.

Sign: 

Print: Tamara E. Padilla  
NOTARY PUBLIC, State of Florida

My Commission Expires:



OFFICIAL SEAL  
TAMARA E. PADILLA  
My Commission Expires  
Oct. 29, 1996  
Comm. No. CC 239417

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