

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32310
904-222-9171
904-222-0393 FAX

CSC networks

MAIL TO:
P.O. BOX 5828
TALLAHASSEE, FL 32314

800-342-8086

P95000007781

95 JAN 30 PM 15

DIVISION OF REGISTRATION

ACCOUNT NO. : 072100000032

REFERENCE : 532351 123598A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 70.00

ORDER DATE : January 30, 1995

800001898118

ORDER TIME : 10:41 AM

ORDER NO. : 532351

CUSTOMER NO: 123598A

CUSTOMER: Charles Z. Kalchman, Esq
CHARLES Z. KALCHMAN, ESQ

Sun Bank Building, Suite 325
1111 Lincoln Road
Miami Beach, FL 33139

DOMESTIC FILING

P95000007781

NAME: AIR DE PARIS CORPORATION

XXXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

FILED
95 JAN 30 PM 3:26
SECRETARY
TALLAHASSEE, FLORIDA

1-30 JS
01

ARTICLES OF INCORPORATION
OF
AIR DE PARIS CORPORATION

FILED
95 JAN 30 PM 3:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME AND ADDRESS: The name of the Corporation is AIR DE PARIS CORPORATION, and it's principal office and mailing address is 1920 Collins Avenue, Miami Beach, Florida 33139.

ARTICLE II. REGISTERED AGENT AND ADDRESS: The Registered Agent is CHARLES Z. KALCHMAN, ESQUIRE, and the initial registered office of the Corporation is 1111 Lincoln Road, Suite 325, Miami Beach, Florida 33139.

ARTICLE III. TERM OF CORPORATE EXISTENCE: The Corporation shall exist in perpetuity unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Secretary of State of the State of Florida.

ARTICLE IV. PERMITTED ACTIVITY: The Corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE V. AUTHORIZED SHARES: The total number of shares which the Corporation is authorized to issue shall be one thousand (1,000) shares of common voting stock without par value.

ARTICLE VI. PRE-EMPTIVE RIGHTS DENIED: No holder of any shares of the Corporation shall have any pre-emptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

ARTICLE VII. DIRECTORS: The business of the Corporation shall be managed by a Board of Directors, consisting of not fewer than one person, the exact number to be determined, from time to time, in accordance with the By-Laws of the Corporation.

ARTICLE VIII. INCORPORATOR: The name and address of the Incorporator is CHARLES Z. KALCHMAN, ESQUIRE, 1111 Lincoln Road, Suite #325, Miami Beach, Florida 33139.

ARTICLE IX. INDEMNIFICATION: Every person now or hereafter serving as Director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time of such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of his duty. Expenses (including attorneys' fees) incurred by any such person in defending any claim, action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such proceeding.

IN WITNESS WHEREOF, the undersigned, being the original incorporator of the Corporation, has executed these Articles of Incorporation on this 27th day of January, 1995.

Charles Z. Kalchman
CHARLES Z. KALCHMAN, ESQUIRE
1111 LINCOLN ROAD, SUITE 325
MIAMI BEACH, FLORIDA 33139
TELEPHONE: (305) 531-9200

STATE OF FLORIDA)

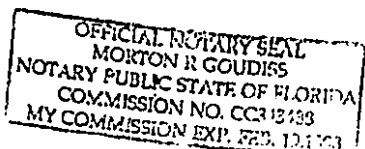
COUNTY OF DADE)SS:

BEFORE ME, the undersigned authority, personally appeared, CHARLES Z. KALCHMAN, to me known to be the person described in and who executed the foregoing instrument and he acknowledged to and before me that he executed the same for the purpose therein expressed.

WITNESS my hand and seal at Miami Beach, Florida on this 27th day of January, 1995.

My commission expires:

Morton R. Goudiss
NOTARY PUBLIC



ACKNOWLEDGMENT BY REGISTERED AGENT

The undersigned, having been named as Registered Agent of the above Corporation, to accept service of process for the said Corporation, at the place designated in these Articles of Incorporation, does hereby accept and agree to act in this capacity, and agrees to comply with the provisions of Florida Statutes, Chapter 48, relative to keeping said office open.

Charles Z. Kalchman
CHARLES Z. KALCHMAN, ESQUIRE
1111 LINCOLN ROAD, SUITE 325
MIAMI BEACH, FL 33139
TELEPHONE: (305) 531-9200

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