

Law Offices

Fogel Rubin & Fogel

A Partnership of Professional Associations

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Terry L. Fogel, P.A.

Scott L. Rubin, P.A.

Registered Certified Management Consultant
Certified Equity Mediator

Joel D. Fogel, P.A.

Also Admitted in Colorado

Glodelmy C. Rubin
Certified Legal Assistant

February 1, 1995

FURNISHED BY FEDERAL EXPRESS

Secretary of State
State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: SPICE OF LIFE OF SOUTH FLORIDA, INC.

Gentlemen:

Enclosed are the Articles of Incorporation of the above-captioned corporation.

Kindly prepare a certified copy of said Articles of Incorporation, endorse your approval thereon and return the copy to us.

We are enclosing our check in the amount of \$122.50 to cover the following:

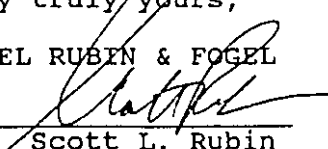
Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Fee	35.00

If a charter cannot be issued for any reason, please contact this office immediately.

Thank you for your cooperation in this matter.

Very truly yours,

FOGEL RUBIN & FOGEL

By: 
Scott L. Rubin
For the Firm

SLR/akk

Enclosures: (Original and one copy of the Articles)

T. BROWN FEB - 7 1995

**ARTICLES OF INCORPORATION
OF
SPICE OF LIFE OF SOUTH FLORIDA, INC.**

FILED
95 FEB -2 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND ADDRESS

The name of this Corporation is **SPICE OF LIFE OF SOUTH FLORIDA, INC.** The initial principal office of the Corporation shall be 7120 Embassy Boulevard, Miramar, Florida 33023.

ARTICLE II - COMMENCEMENT OF EXISTENCE

This Corporation shall commence to exist on the date these Articles are filed with the Secretary of State.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be the only class of shares.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class of service as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 350 Courthouse Tower, 44 West Flagler Street, Miami, Florida 33130. The initial registered agent at that address is Scott L. Rubin, Esquire.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have three directors initially. The number of directors may be increased from time to time by the By-Laws. The names and addresses of the initial directors of this Corporation are: Sheldon Siegel, 1450 S. W. 87 Avenue, Pembroke Pines, Florida 33025, Wes Myers, 7120 Embassy Boulevard, Miramar, Florida 33023, and Mark Greenberg, 3051 S. W. 47 Street, Ft. Lauderdale, Florida 33312.

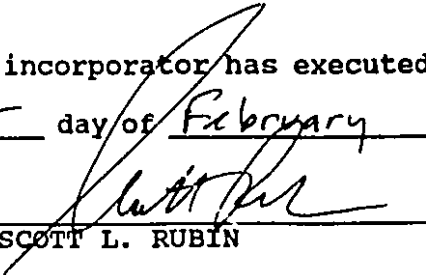
ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator is Scott L. Rubin, Esquire, 350 Courthouse Tower, 44 West Flagler Street, Miami, Florida 33130.

ARTICLE IX - 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 incorporator has executed these Articles of Incorporation this 1st day of February 1995.


SCOTT L. RUBIN

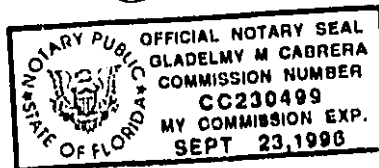
STATE OF FLORIDA)
)
COUNTY OF DADE) ss

BEFORE ME, the undersigned authority, personally appeared SCOTT L. RUBIN, to me known to be the person described as Incorporator in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to them.

WITNESS my hand and official seal at Miami, Dade County, Florida this 19th day of February 1995.


NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

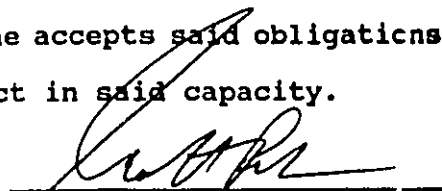
My Commission Expires:



CERTIFICATE OF ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT

FILED
95 FEB -2 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SPICE OF LIFE OF SOUTH FLORIDA, INC., having appointed the undersigned as its Registered Agent and 350 Courthouse Tower, 14 West Flagler Street, Miami, Florida 33130 as its registered office, the undersigned hereby states that he is familiar with the obligations of a registered agent, that he accepts said obligations and appointment and that he agrees to act in said capacity.


SCOTT L. RUBIN