

RONALD L. PLATT
ATTORNEY AT LAW

MEMBER FLORIDA AND NEW YORK BAR

P950000/3833

SANCTUARY CENTRE • SUITE 104D
4800 N. FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33431
(407) 388-3337

January 24, 1995

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

ATTN: For Profit - New Filing

Dear Sir:

Enclosed please find two (2) original sets of the Articles of Incorporation and Certificate of Resident Agent for the following for profit corporation:

MARRAKECH, INC.

My check for \$122.50 is enclosed for the filing fee. Please return a certified copy to me at your earliest convenience.

Sincerely,



Ronald L. Platt, Esq.

RLP/dr
Enclosures

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****122.50 ****122.50

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445-2791
P95-13833



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 7, 1995

RONALD L. PLATT, ESQ.
4800 N. FEDERAL HWY
SUITE 104D
BOCA RATON, FL 33431

SUBJECT: MARRAKECH, INC.
Ref. Number: W95000002791

We have received your document for MARRAKECH, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6929.

Brendolyn Bruton
Corporate Specialist

Letter Number: 195A00005188



Independence Title of Boca Raton, Inc.

Sanctuary Centre • 4800 N. Federal Highway • Suite ^{104A} ~~1000~~ • Boca Raton, Florida 33431
(407) 368-3337 • Fax (407) 368-3471

February 14, 1995

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

ATTN: For Profit - New Filing

Dear Sir:

Enclosed please find two (2) original sets of the revised Articles of Incorporation and Certificate of Resident Agent for Marrakech Holdings, Inc., which is being re-sent in accordance with the attached letter.

My check for \$122.50 was previously sent and has been received by your office for the filing fee. Please return a certified copy to me at your earliest convenience.

Sincerely,

Ronald L. Platt, Esq.

RLP/dr
Enclosures

ARTICLES OF INCORPORATION

OF

MARRAKECH HOLDINGS, INC. A Florida corporation

FILED
1955 FEB 17 PM 25
TALLAHASSEE, FLA.

The undersigned hereby makes, subscribes, acknowledges, and files the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be: MARRAKECH HOLDINGS, INC.

ARTICLE II

The street address in this State of the principal office of this corporation shall be: 10458 Sleepybrook Way, Boca Raton, Florida 33428.

ARTICLE III

The corporation shall have perpetual existence, commencing on the date of the filing of these Articles of Incorporation.

ARTICLE IV

The general nature of the business to be conducted by this corporation shall be import and export of products, sales of products, management consultant of products and further:

1. To engage in any and all lawful businesses, trades, occupations and professions.

2. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgage transfers of corporate property or other

instruments to secure the payment of corporation indebtedness as may be required.

3. To purchase the corporation assets of any other corporation and engage in the same or other character of business.

4. To enter into, make, perform and carry out contracts and agreements of every kind and for every lawful purpose without limit as to amount with any person, firm, association or corporation, and to transact any further and other business necessarily connected with the purpose of this corporation or calculated to facilitate the same.

5. To carry on any or all of its operations and businesses, and to promote its purposes within the State of Florida or elsewhere, without restrictions as to place or amount; and to use, exercise and enjoy all of the general powers of like corporations.

6. To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors or otherwise, allows, or in company with others, and to do and perform all such other things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts above named.

7. To do all things enumerated, set forth and authorized by Florida Statutes 1975, Section 607.011.

ARTICLE V

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time shall be as follows:

1,000	shares of common stock at
\$1.00	per share, par value

The entire voting power of the corporation shall be vested in the common stockholders, and each share of common stock shall be entitled to one vote, as shall be more fully set forth and determined in the By-Laws of this corporation. Other rights and interest accruing to each share of common stock which are not contained in these Articles of Incorporation shall be more fully determined and set forth in the By-Laws.

ARTICLE VI

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series 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 VII

This corporation shall have one (1) director initially. The number of directors may be either increases or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Michael D. Engelson	10458 Sleepybrook Way Boca Raton, Florida 33428

ARTICLE VIII

The names and street address of the officers of this corporation who shall hold office for the first year or until their successors are chosen are:

NAME AND ADDRESS

Michael D. Engelson
10458 Sleepybrook Way
Boca Raton, FL 33428

OFFICE HELD

President, Secretary and
Treasurer

ARTICLE IX

The street address of the initial registered office is 10458
Sleepybrook Way, Boca Raton, Florida 33428.

ARTICLE X

The name and address of the subscriber to those Articles of
Incorporation is as follows:

Michael D. Engelson
10458 Sleepybrook Way
Boca Raton, Florida 33428

IN WITNESS WHEREOF, the subscriber has affixed his signature
this 27 day of January, 1995.


MICHAEL D. ENGELSON

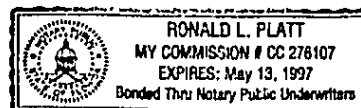
STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared
Michael D. Engelson, who after being duly sworn, acknowledged that
he executed the foregoing Articles of Incorporation for the
purposes therein expressed.

DATED at Boca Raton, Palm Beach County, Florida, this 27th
day of January, 1995.


Notary Public

My commission expires:



ACKNOWLEDGEMENT OF REGISTERED AGENT

I, Michael D. Engelson, ^{HOLDINGS} having been named to accept service of process for MARRAKECH, INC., a Florida corporation, at the place designed in the foregoing Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act, relative to keeping open said office.


MICHAEL D. ENGELSON
Registered Agent

FILED
1995 FEB 17 PM 2:55
TALLAHASSEE, FLA

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHO PROCESS MAY BE SERVED

FILED
1985 FEB 17 PM 2:55

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

First, that MARRAKECH HOLDINGS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Boca Raton, County of Palm Beach, State of Florida, has named MICHAEL D. ENGELSON located at 10458 Sleepybrook Way, Boca Raton, Florida 33428, County of Palm Beach, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

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


MICHAEL D. ENGELSON
Registered Agent