

P95 0000 14717

ABRAMS, ANTON, ROBBINS, RESNICK & SCHNEIDER, P.A.

MATTHARD ABRAMS
1910-1992

PAUL B. ANTON
1927-1981

MILTON S. BLAUT *
ALAN B. COHN *
MAURICE M. GARCIA
GENE K. GLASSER *
STANLEY D. GOTTSEGEN *
NANCY L. LA VISTA
SCOTT A. ORTH
JENNIFER E. PRICE
LEONARD ROBBINS
RICHARD R. ROSSI
REUBEN M. SCHNEIDER * X *
DAVID H. SCHULSON
KEVIN A. SHACTER
PETER R. SIEGEL
JACK T. WEINS
DAVID WEISMAN *

EDWARD S. RESNICK (RET.)

* BOARD CERTIFIED TAX LAWYER
BOARD CERTIFIED ESTATE PLANNING
AND PROBATE LAWYER

* BOARD CERTIFIED REAL ESTATE LAWYER

* MEMBER OF D.C. BAR
* MEMBER OF N.Y. BAR
* MEMBER OF OHIO BAR

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PLEASE REPLY TO:

Hollywood

FILE NO.:

ZZZ-Q-0005

February 14, 1995

VIA CERTIFIED MAIL # Z 330 355 426

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

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-02/21/95--01060--002
****122.50 ****122.50

RE: D & B NOVELTY ENTERPRISES, INC.

Dear Sir or Madam:

Enclosed for filing please find one original and one copy of the Articles of Incorporation for D & B ENTERPRISES, INC. Also enclosed is our firm check to cover the required filing fee. Please complete the necessary filing and return the certified copy to the undersigned.

Thank you for your prompt attention to this matter. Should you have any questions, please call my Corporate Assistant, Lisa Hirsch at Ext. 132.

Sincerely yours,

Gene K. Glasser

GKG:leh/96270

Enclosures

cc: Dr. Barry Alter

Mr. Daren Schwartz

SDG

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 FEB 20 PM 1:59

ARTICLES OF INCORPORATION
OF
D & B NOVELTY ENTERPRISES, INC.

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DIVISION OF CORPORATIONS
95 FEB 20 PM 1:59

ARTICLE I

The name of the Corporation is D & B NOVELTY ENTERPRISES, INC.

ARTICLE II

The Corporation is organized for the purpose of transacting any and all business for which corporations may be formed under Chapter 607 of the Florida Statutes, as amended from time to time.

ARTICLE III

The Corporation is authorized to issue One Thousand (1,000) shares of common stock par value \$1.00 per share.

ARTICLE IV

The address of the initial registered office of the Corporation is 9001 S.W. 94th Street, Miami, FL 33176 and the name of the initial registered agent of the Corporation at such address is Daren A. Schwartz.

ARTICLE V

The initial mailing address for the Corporation is 9001 S.W. 94th Street, Miami, FL 33176.

ARTICLE VI

The Corporation shall have one director initially and the number of directors may be increased or decreased from time to time as provided by the By-laws but shall never be less than one (1). The name and address of the initial Director is as follows:

Daren A. Schwartz
9001 S.W. 94th Street #103
Miami, FL 33176

ARTICLE VII

To the fullest extent permitted by the Florida Business Corporation Act, the Corporation shall indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation, provided that such person is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another corporation, provided that such person is or was at the time a director of the Corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as otherwise provided in the previous sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that such person is or was an officer, employee or agent of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of this paragraph may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE VIII

The Corporation elects not to be governed by Florida Statute Section 607.0902, as amended from time to time, relating to control share acquisitions.

ARTICLE IX

The Corporation elects not to be governed by Florida Statute Section 607.0901, as amended from time to time, concerning affiliated transactions.

ARTICLE X

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

Daren A. Schwartz
9001 S.W. 94th Street #103
Miami, FL 33176

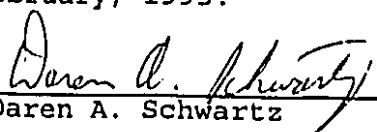
ARTICLE XI

The Board of Directors and Shareholders may amend, repeal or adopt any By-law of and for the Corporation, but the Shareholders may prescribe that any By-law so amended, repealed or adopted by the Shareholders shall not be amended, repealed or adopted by the Board of Directors.

ARTICLE XII

The duration of the Corporation is perpetual.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 13th day of February, 1995.


Daren A. Schwartz

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Statutes, as amended.


Daren A. Schwartz

/leh/95542

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DIVISION OF CORPORATIONS
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