

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8570
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

950000018757

PHONE ()

Service Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

Alice GAVE

AUTHORIZATION BY PHONE TO

CORRECT Reg. Agent

DATE 3/8/95

DOC. EXAM. BSB

MAR 8 1995 BSB

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY BAIL

WALK-IN
 WITH Pick Up 3-8 12:00

RE: Shapiro & Zarikian

	C.C. FEE.	DISBURSED
NAME _____		
Art. of Inc. File _____		
Corp. Record Search _____		
Ltd. Partnership File _____		
Foreign Corp. File _____		
() Cert. Copy(s) _____		
Art. of Amend. File _____		
Dissolution/Withdrawal _____		
C U S- _____		
Fictitious Name File _____		
Name Reservation _____		
Annual Report/Reinstatement _____		
Reg. Agent Service _____		
Document Filing _____		
Corporate Kit _____		
Vehicle Search _____		
Driving Record _____		
Document Retrieval _____		
UCC 1 or 3 File _____		
UCC 11 Search _____		
UCC 11 Retrieval _____		
File No.'s, Copies _____		
Courier Service _____		
Shipping/Handling _____		
Phone () _____		
Top Priority _____		
Express Mail Prop. _____		
FAX () pgs. _____		

SUBTOTALS _____

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum

THANK YOU
 from
 Your Capital Connection

FILED
95 MAR -8 AM 11:40
SECRETARY OF STATE
MIAMI, FLORIDA

ARTICLES OF INCORPORATION

OF

SHAPIRO & ZARIKIAN, INC.

I, the undersigned Incorporator of this Corporation under Chapter 607, Florida Statutes, as amended, adopt the following Articles of Incorporation:

ARTICLE I

The name of this Corporation is SHAPIRO & ZARIKIAN, INC. The principal office and the mailing address of the corporation is The Grand Bay Hotel, 2699 South Bayshore Drive, Miami, Florida 33133.

ARTICLE II

The Corporation is organized for the purpose of providing event planning services and public relations and advertising consultation and such other business as may be in accordance with the laws of the State of Florida.

The Corporation may exercise all powers and privileges now or hereafter conferred upon corporations by Florida law.

ARTICLE III

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1000 shares of common stock having a par value of 10 cents per share. The Board of Directors may authorize the issuance of such stock to such persons upon such terms and for such consideration as they deem appropriate. The consideration may include money or other property, which property shall be received at just valuation to be fixed by the Board of Directors of this Corporation. All of such stock when issued shall be fully paid for and exempt from assessment.

ARTICLE IV

This Corporation shall have perpetual existence.

ARTICLE V

The initial registered agent and the street address of the initial registered office of the Corporation is Evelyn Langlieb Greer, XXXXXXXX Greer XXXXXXXX Shapira XXXXXXXX, 2400 South Dixie Highway, Miami, Florida 33133.

ARTICLE VI

The initial Board of Directors shall consist of two members. The number of directors may be increased or decreased from time to time by vote of stockholders, but in no case shall the number of directors be less than one nor more than five.

ARTICLE VII

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

<u>Name</u>	<u>Street Address</u>
Evelyn Langlieb Greer	2400 South Dixie Highway Miami, FL 33133

ARTICLE VIII

The names and street addresses of the initial members of the Board of Directors is:

<u>Name</u>	<u>Title</u>	<u>Street Address</u>
Sheila Murray Shapiro	Pres/Treas.	3834 Park Avenue Miami, Fl. 33133
Tere Zarikian	VP/Secry.	700 Northeast 26th Terrace Miami, Fl.

ARTICLE IX

In the absence of fraud, no contract or other transaction between this Corporation and any other person, corporation, firm, association or partnership shall be affected or invalidated by the

fact that any director or officer of this Corporation is pecuniarily or otherwise interested in or is a director, member or officer of any such other corporation, firm, association or partnership, or corporation pecuniarily or otherwise interested therein. Any director may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation for the purpose of authorizing any such contract or transaction with like force and effect as if he were not so interested, or were not a director, member or officer of such corporation, firm, association or partnership.

DATED: February 10, 1995

Evelyn Langlieb Greer

Evelyn Langlieb Greer
Incorporator

STATE OF FLORIDA)

COUNTY OF DADE)

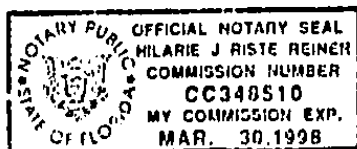
SS:

The foregoing Articles of Incorporation of Shapiro & Zarikian Inc. were acknowledged before me this 10th day of February, 1995, by Evelyn Langlieb Greer, who is personally known to me and who did take an oath.

Hilarie J. Riste Reiner

Print Name HILARIE J. RISTE REINER
Notary Public

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

First, that Shapiro & Zarikian Inc., a Florida Corporation,
desiring to organize or qualify under the laws of the State of
Florida with its principal place of business at as set forth in the
Articles of Incorporation, has named Evelyn Langlieb Greer, whose
street address is 2400 South Dixie Highway, Miami, Florida, 33133
County of Dade and State of Florida, as its agent to accept service
of process within Florida.

ACKNOWLEDGMENT

Having been named as resident agent and to accept service of
process for the above stated corporation at the place designated in
this Certificate, I hereby accept the appointment as registered
agent and agree to act in this capacity. I further agree to comply
with the provisions of all statutes relating to the proper and
complete performance of my duties and I am familiar with and accept
the obligations of my position as registered agent.

Evelyn Langlieb Greer
Evelyn Langlieb Greer
Registered Agent

Date: January 10, 1992

This document prepared by:
Evelyn Langlieb Greer
2400 South Dixie Highway
Suite 200
Miami, Florida 33133
305-854-8989
Florida Bar #171393

FILED
JAN 11 1992
SECRETARY OF STATE
TALLAHASSEE, FLORIDA