CORPORATION INFORMATION STRYICTS, INC. 1201 HAYS STREET TAILANASSIE, IL 12301 904-222-9171 1004-222-9101 1004-222-9101

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. ORDER TIME	: March 8, 1995 : 9:44 AM : 555058 O: 85290A	*	FILED
CUSTOMER:	John W. Case, Esq JOHN W. CASE, ESQ 3rd Floor 2900 East Oakland Park Ft. Lauderdale, FL 33		2 -3 -3 -3 -3 -3 -3 -3 -3 -3 -3 -3 -3 -3
P95000	DOMESTIC FILING O 18835 E: SHESKIN, INC.	FILING 35 R. AGENT 35 C. COPY 52.5 TOTAL 122.5 N. BANK BALANCE DUE	
****	TICLES OF INCORPORATION SPICATE OF LIMITED PART		
PLEASE RETU	JRN THE FOLLOWING AS PR	OOF OF FILING:	
PL/	RTIFIED COPY VIN STAMPED COPY RTIFICATE OF GOOD STAND	ING	EFFECTIVE DATE

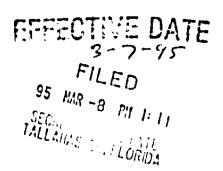
CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

ARTICLES OF INCORPORATION

<u>or</u>

SKESKIN, INC.



ARTICLE I - MANE - LOCATION

The name of this corporation is SHESKIN, INC., located at 4335 Ocean Drive (AlA), Lauderdale-by-the-Sea, Florida 33308.

ARTICLE II - DUPATION

This corporation shall exist perpetually, commencing on the date of execution and acknowledgment of these articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of ONE DOLLAR (\$1.00) par value common stock which shall be designated "Common Shares".

ARTICLE V - PREEMPTIVE RIGHTS

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 VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

4335 Ocean Drive, (A1A)

Lauderdale-by-the-Sea, Florida 33308

and the name of the initial registered agent of this corporation at that address is:

Paolo von Nuremberg

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

MAKE

ADDRESS

PAOLO von NUREMBERG

4335 OCEAN DRIVE (A1A)
LAUDERDALE-BY-THE-SEA, FLORIDA 33308

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

MYKE

ADDRESS.

PAOLO von NUREMBERG

4335 OCEAN DRIVE (A1A)
LAUDERDALE-BY-THE-SEA, FLORIDA 33308

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any

amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X - QUALIFICATION UNDER SECTION 1244

This corporation shall qualify under Section 1244 of the Internal Revenue Code and Regulations issued thereunder, and the plan to issue Section 1244 stock shall be adopted by the Board of Directors.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this

Man-A.

day of February, 1995.

PAOLO VOD NUREMBERG

STATE OF FLORIDA)
COUNTY OF BROWARD)

in the State and County set forth above, personally appeared PAOLO von NUREMBERG who is personally known to me or who has produced ________ as identification , and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County last aforesaid this 7th day of Harch, 1995

Margaret Ann McEntee

NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

OFFICIAL NOTARY SEAL MARGARET ANN MCENTEE NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC399680 MY COMMISSION EXP. AUG. 10.1998

95 MA -8 MI 1:11

ACKNOWLEDGMENT BY REGISTERED AGENT

Having been named to accept service of process for the above composition, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provision of the Florida Corporation Act relative to keeping said office open.

Paolo von Nuremberg Registered Agent

PREPARED BY:

JOHN W. CASE, ESQUIRE

2900 EAST CARLAND PARK BOULEVARD, THIRD PLOOR
FORT LAUDERDALE, PL 33306

(305) 564-0550

LAW OFFICES OF

John W. Case, Esquire ATTOFINEY AND COUNSELOR AT LAW

2900 EAST OAKLAND PARK BOULEVARD

THIRD FLOOR FORT LAUDERDALE, FLORIDA 33306 TELEPHONE: (305) 564-0550

Pay 18,9150000/8835

Florida Department of State Bureau of Corporations Post Office Box 6327 Tallahassee, Florida 32314

100001500521 -05/26/95--01090--019 *****35.00 *****35.00

Re: Sheskin, Inc.

Document #P95000018835

Dear Sirs:

I am enclosing and original and one copy of Articles of Amendment in the above-captioned corporation. Please file these and stamp and return the copy to me in the enclosed self-addressed envelope.

Our check \$7880 in the amount of \$35.00 is enclosed to cover the cost of this service.

If you have any questions, please contact me at the above phone number.

Very truly yours,

John W. Case, Esq.

JWC:pm Enclosures

(A) DUNNETO L

Strike 17/95

DOC. EXAM

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

SHESKIM, INC. DOCUMENT # P95000018835



Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE I - NAME - LOCATION

The name of this corporation is Sheskin, Inc., located at 2805

East Oakland Park Boulevard, Suite 289, Fort Lauderdale, Florida

33306.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

2805 East Oakland Park Boulevard, Suite 288

Fort Lauderdale, Florida 33306

and the name of the initial registered agent of this corporation at that address is:

Paolo von Nuremberg

(Highlighted portions are the portions being amended.)

second: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

NONE

THIRD:	The date of each amendment's adoption: March 17, 1995
Fourth:	Adoption of Amendment(s) (Chuck one)
	The amendment(s) were approved by the shareholders. The number of votes cast for the amendment(s) were sufficient for approval.
	The amendment(s) were approved by the shareholders through voting groups.
	The amendment(s) were adopted by the board of directors without shareholder action and shareholder action was not required.
_xxx	The amendment(s) were adopted by the incorporators without shareholder action and shareholder action was not required.
Signed th	is 13 mil day of May , 1995.
Signature	This.
	Paolo von Nuremberg Incorporator/Initial Director