

P95000019191

KRAWITZ & BRESS, P.A.

ONE LINCOLN PLACE
1900 GLADYS ROAD, SUITE 357
BOCA RATON, FLORIDA 33431

SANDRA G. KRAWITZ*
PAMELA M. BRESS

* ALSO MEMBER WASHINGTON, D.C. BAR

TELEPHONE 407 395 5010
FACSIMILE 407 394 3069

March 2, 1995

Secretary of State
Bureau of Corporate Records
P.O. Box 6327
Tallahassee, Florida 32301

Re: POLLY ESTHER'S SOUTH, INC.

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is our check in the amount of \$122.50 to cover the charges for filing fees, certification and registered agent.

Please return a "true certified copy" of the Articles of Incorporation showing that they have been received and filed. We have enclosed a self-addressed, stamped envelope for your convenience in returning same.

Thank you for your cooperation.

Very truly yours,

KRAWITZ & BRESS, P.A.

BY:

Sandra G. Krawitz
SANDRA G. KRAWITZ

SGK/ah

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
MARCH 6 1995

ARTICLES OF INCORPORATION
OF

POLLY ESTHER'S SOUTH, INC.

FILED
55 MAR -5 AM 11:04
TALLAHASSEE, FLORIDA

I, the undersigned, a natural person competent to contract, do hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
NAME OF CORPORATION

The name of this Corporation shall be:
POLLY ESTHER'S SOUTH, INC.

ARTICLE II
GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE III
CAPITAL STOCK

The total authorized capital stock of this Corporation is 100 shares of Common Stock, par value \$1.00 per share.

ARTICLE IV
TERM OF EXISTENCE

The Corporation shall exist perpetually.

ARTICLE V
ADDRESS OF PRINCIPAL OFFICE IN THIS STATE

The initial street address of the principal office of this Corporation in the State of Florida is 5473 Grand Park Place, Boca Raton, Florida 33486. The Board of Directors may from time to time move the principal office to another address in Florida.

ARTICLE VI
INCORPORATOR

The name and street address of the Incorporator of these articles is:

Arthur Lesavoy
5473 Grand Park Place
Boca Raton, Florida 33486

ARTICLE VII
DIRECTORS

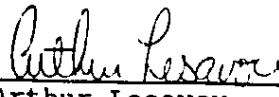
The business of the corporation shall be managed by the shareholders of the corporation rather than by a Board of Directors.

ARTICLE VIII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 5473 Grand Park Place, Boca Raton, Florida 33486, and the name of the initial registered agent of the Corporation at that address is Jeffrey Sussman.

ARTICLE IX
COMMENCEMENT OF CORPORATE EXISTENCE

Pursuant to Section 607.0203, Florida Statutes, this Corporation shall commence its corporate existence upon filing.



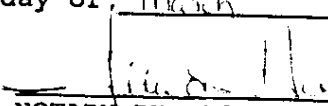
Arthur Lesavoy

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Arthur Lesavoy, who is personally known to me and who is the person described as Incorporator in and who executed the foregoing Articles of Incorporation and who swore and acknowledged that he executed the foregoing Articles of Incorporation for the purposes therein set forth.

WITNESS my hand and official seal in the County and State last aforesaid this 2nd day of March, 1995.

My Commission Expires:



NOTARY PUBLIC, State of Florida



ALLISON HAMM
COMMISSION # CC 332498
EXPIRES NOV 28, 1997
Atlantic Bonding Co., Inc.
800 732-2245

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Arthur Lesavoy, desiring to organize under the laws of the State of Florida, with its Registered Office as indicated in the Articles of Incorporation at 5473 Grand Park Place, Boca Raton, Florida 33486, with Jeffrey Sussman as its Registered Agent, to accept service of process within this state, at that address.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Jeffrey Sussman

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Jeffrey Sussman who executed the foregoing document, and who provided Florida Bar Card as identification and who did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 2nd day of March, 1995.

My Commission Expires:

Allison Hamm
NOTARY PUBLIC, State of Florida



ALLISON HAMM
COMMISSION # CC 332488
EXPIRES NOV 28, 1997
Arthur Lesavoy Co., Inc.
P.O. Box 2045

P95000019191

LLOYD GRANET
ATTORNEY AT LAW
3200 TOWN CENTER CIRCLE, SUITE 201
BOCA RATON, FLORIDA 33486

TELEPHONE
(407) 447-0700
FACSIMILE
(407) 447-0701

MAILING ADDRESS:
P.O. BOX 9188
BOCA RATON, FLORIDA 33427

February 16, 1996

500001718815
-02/20/96--01043--016
*****35.00 *****35.00

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

RE: Polly Esther's, Inc. #P95000019191

Gentlemen/Ladies:

Enclosed please find an original and one (1) copy of the articles of amendment for the above corporation and a check in the amount of \$35.00. Please stamp the enclosed copy of the amendment received and return it to the undersigned in the enclosed stamped self addressed envelope.

Thank-you for your assistance and if I can answer any questions, please feel free to call.

Yours truly

Lloyd Granet/ma

Lloyd Granet

LG/ma
enclosures

pollyesther@state.fl

FILED
96 FEB 19 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Marty Abramowitz Authorized
to add date of adoption by
shareholders.*

*Amend
LFT
2-21-96*

ARTICLE OF AMENDMENT TO
ARTICLES OF INCORPORATION
POLLY ESTHER'S SOUTH, INC.

FILED
96 FEB 19 AM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation adopts the following Article of Amendment to its Articles of Incorporation, filed March 6, 1995, #P95000019191.

First: The name of the corporation is Polly Esther's South, Inc.

Second: The following amendment of the Articles of Incorporation was adopted by the corporation:

Delete Article VII and Replace With The Following:

"The Corporation shall have three (3) directors. The number of directors may be increased or diminished from time to time, as provided in the bylaws adopted by the shareholders, but shall never be less than one."

Third: The Amendment was approved by the unanimous agreement of the shareholders of the Corporation on January 22, 1996.

DATED: January 22 1996.

Polly Esther's South, Inc.

By: _____

Title: _____

Arthur Lesavoy

Attest:

Secretary, Tomothy Quellette