

P 950000

Check Number 19795

3-9-95 Shirley

Requestor's Name
633 South Andrew
Address
Ft. Lauderdale, FL 33301
City State Zip Phone

VALIDATION ONLY

FILED
MAR 10 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

900001426599
-03/10/95--01065--019
*****78.75 *****78.75

CORPORATION(S) NAME

CAMEO CORP.



Toll Free: 1-800-432-3028

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Non-Profit	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> Foreign	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Photo Copies	<input checked="" type="checkbox"/> Certificate Under Seal
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem
<input type="checkbox"/> Walk In	<input type="checkbox"/> After 4:30	<input type="checkbox"/> Mail Out
<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up	

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

ARTICLES OF INCORPORATION
OF

CAMEO CORP.

ARTICLE I

NAME

The name of this Corporation is CAMEO CORP., and the address
336-1/2 Meridian Avenue, Miami Beach FL 33139.

ARTICLE II

DURATION

This Corporation shall have perpetual existence. The effective date of this
Corporation shall be the date of registration.

ARTICLE III

PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful
business.

ARTICLE IV

CAPITAL STOCK - COMPLIANCE WITH I.R.C. SECTION 1244

This Corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value
common stock. All such common stock shall be issued in a manner insuring conformance
with the requirements set forth in I.R.C. Section 1244, permitting ordinary loss treatment
for losses suffered in the value of the shares.

ARTICLE V

PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of

FILED
1995 MAR 10 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: 336-1/2 Meridian Avenue, Miami Beach, Florida 33139, and the name of the initial registered agent of this Corporation at that address is DEBORAH MANTIN-SEGAL.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) directors 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 director of this Corporation is:

<u>Name</u>	<u>Address</u>
WILLIAM C. SEGAL	336-1/2 Meridian Avenue Miami Beach FL 33139
DEBORAH MANTIN-SEGAL	336-1/2 Meridian Avenue Miami Beach FL 33139

ARTICLE VIII

INCORPORATOR

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

<u>Name</u>	<u>Address</u>
DEBORAH MANTIN-SEGAL	336-1/2 Meridian Avenue Miami Beach FL 33139

ARTICLE IX

INDEMNIFICATION

The Corporation shall indemnify any officer or director acting on behalf of the

Corporation to the full extent permitted by law.

ARTICLE X
AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 4th day of March, 1995.


DEBORAH MANTIN-SEGAL

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

In pursuance of Section 481.91 and Section 607.034(3), Florida Statutes, the following is submitted in compliance thereof:

CAMEO CORP. desiring to organize under the laws of the State of Florida, designates as its agent to accept service of process within this State, DEBORAH MANTIN-SEGAL, with its agent's office as indicated in the Articles of Incorporation, at 336 1/2 Meridian Avenue, Miami Beach, Florida 33139.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate, I hereby agree to act in that capacity, and do further agree to comply with the provisions of the Florida Statutes applicable to the maintenance of said place.


DEBORAH MANTIN-SEGAL

FILED
MAR 10 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000019795

Martin J. Feldman, Esq.

Attorney-At-Law

4126 Inverrary Boulevard #2407

Lauderhill, Florida 33319

Telephone: (305) 733-6890

Fax: (305) 733-6890

May 14, 1996

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

500001826665
-05/17/96--01050--012
*****35.00 *****35.00

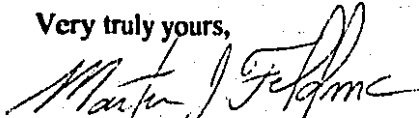
RE: CAMEO CORP. - Articles of Amendment

Dear Sir or Madam:

Enclosed please find Articles of Amendment for Cameo Corp., increasing the number of authorized shares from 100 to 1,000, together with a check in the amount of \$35.00, as the filing fee.

Please send an acknowledgement of the amendment to me at the address in the letterhead.
Thank you for your help.

Very truly yours,



Martin J. Feldman, Esq.

enc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 MAY 17 PM 3:20

Amended

MAY 20 1996

**CAMEO CORP.
ARTICLES OF AMENDMENT**

A special meeting of the Board of Directors of Cameo Corp. was held at corporate offices located at 2009 Harrison Street, Hollywood, Florida 33019 on the 1st day of January, 1996, at 10 o'clock, a.m./p.m.

The following were present, including all of the Directors of the corporation:

WILLIAM C. SEGAL	:	Director and President
DEBORAH MANTIN-SEGAL	:	Director and Secretary

With all of the Directors of the corporation present, William C. Segal presided, and Deborah Mantin-Segal, Secretary, recorded the Minutes of the meeting.

William C. Segal declared the meeting open for the transaction of business, all directors being present. He stated that it was proper and necessary for the corporation to amend its Articles of Incorporation to increase the number of shares the corporation is authorized to issue to 1,000 shares of capital stock.

WHEREUPON, on motion duly made, seconded and unanimously carried, it was

RESOLVED that Article IV of the Articles of Incorporation of CAMEO CORP., is hereby amended to read as set forth below, authorizing the corporation to issue 1,000 shares of capital stock, having a par value of \$1.00 per share.

**ARTICLE IV
CAPITAL STOCK - COMPLIANCE WITH I.R.C. SECTION 1244**

This Corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock. All such common stock shall be issued in a manner insuring conformance with the requirements set forth in I.R.C. Section 1244, permitting ordinary loss treatment for losses suffered in the value of the shares.

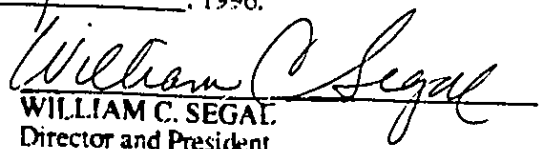
The foregoing action was authorized by the By-Laws of the Corporation, to take place without shareholder approval.

There being no further business to come before the meeting, upon motion made, seconded and unanimously carried, the meeting was adjourned.

Dated this 1st day of January, 1996.

Attest:


DEBORAH MANTIN-SEGAL
Directors and Secretary


WILLIAM C. SEGAL
Director and President

RECEIPT

The undersigned, being a duly elected officer or being a duly authorized agent of the Corporation, having custody of the book in which proceedings of the stockholders' meetings are recorded, hereby confirms receipt of the foregoing on Jan 1, 1996.


DEBORAH MANTIN-SEGAL, Sec'y

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 1
PM 3:20