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95 APR -6 PM 12:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAW OFFICES

**STEINBERG, SLEWETT
& YAFFE, P.A.**

767 ARTHUR GODFREY ROAD
MIAMI BEACH, FLORIDA 33140-0000
DADE (305) 838-2344
BROWARD (305) 462-2344
FAX (305) 838-0419

PAUL B. STEINBERG (FLA. & D.C.)
ROBERT D. SLEWETT (FLA.)
ROBERT H. YAFFE (FLA.)
MORRIS L. STEINBERG (N.Y.)

* PLEASE REPLY TO OUR
MIAMI BEACH OFFICE

April 4, 1995

Department of State
Division of Corporations
George Firestone Building
Tallahassee, Florida 32399

500001449785
-04/06/95--01079--010
*****70.00 *****70.00

Re: **LA BRIOCHE DOREE' II, INC.**
Incorporation

Dear Sirs:

Enclosed herewith please find the original and a copy of the Articles of Incorporation of La Brioche Doree' II, Inc., duly executed by the Incorporator and Registered Agent thereof. Also enclosed is a check in the amount of \$70.00 representing the fee for filing of these Articles of Incorporation.

Should you have any questions, please contact the undersigned.

Very truly yours,

PAUL B. STEINBERG

PBS/bs
Enclosures

NEW YORK OFFICE
574 FIFTH AVENUE
2ND FLOOR
NEW YORK, N.Y. 10036
(212) 391-2080

NANCY HENDRICKS APR 10 1995

**ARTICLES OF INCORPORATION
of**

LA BRIOCHE DOREE' II, INC.

FILED
95 APR -5 PM 12 01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I.
Name**

The name of the corporation shall be: LA BRIOCHE DOREE' II, INC.

**ARTICLE II.
Nature of Business**

This corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE III.
Capital Stock**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 par value. The corporation will begin business with Five Hundred (\$500.00) Dollars in capital. The proceeds of stock subscribed for will be at least as much as the amount necessary to begin business.

**ARTICLE IV.
Principal Place of Business**

The street address of the initial principal place of

business of the corporation shall be 9551 Harding Avenue, Surfside, Florida 33154, or such other location as the Board of Directors may designate.

**ARTICLE V.
Term of Existence**

This corporation shall exist perpetually.

**ARTICLE VI.
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 as provided in the bylaws but shall never be less than one. The name and address of the initial director of this corporation is: Edourd Maelal of 4017 Prairie Avenue, Miami Beach, Florida 33140.

**ARTICLE VII.
Subscriber**

The name and street address of the subscriber of this corporation is:

Bobette M. Smith
767 Arthur Godfrey Road
Miami Beach, Florida 33140

**ARTICLE VIII.
Registered Office and Registered Agent**

The street address of the initial registered office of this corporation is 767 Arthur Godfrey Road, Miami Beach, Florida 33140, and the name of the initial registered agent of this corporation at that address is Paul B. Steinberg.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Miami Beach, Dade

County, Florida, for the uses and purposes aforesaid, this
_____ day of March, 1995.



BOBETTE M. SMITH

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared
BOBETTE M. SMITH, known to me to be the person who executed the
foregoing Articles of Incorporation, and she acknowledged before me
that she executed said instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official
seal in the County and State aforesaid this 31 day of March,
1995.



PAUL B. STEINBERG
My Commission CC327407
Expires Nov. 21, 1997
Bonded by HAI
800-422-1555

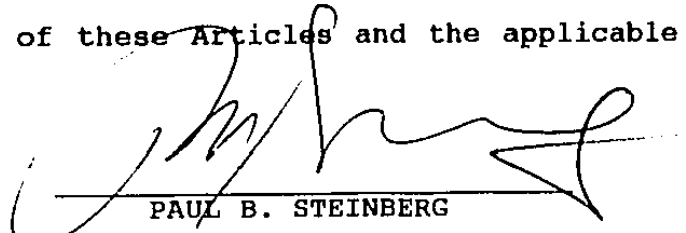


Notary Public, State of
Florida

My Commission Expires:

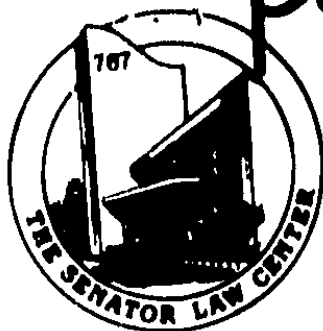
ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the foregoing appointment
as registered agent for LA BRIOCHE DOREE' II, INC. and agrees to
comply with the provisions of these Articles and the applicable
Florida Statutes.



PAUL B. STEINBERG

P95000028119



LAW OFFICES

**STEINBERG, SLEWETT
& YAFFE, P.A.**

787 ARTHUR GODFREY ROAD
MIAMI BEACH, FLORIDA 33140-9906
DADE (305) 838-2344
BROWARD (305) 482-2344
FAX (305) 838-0419

PAUL B. STEINBERG (FLA. & D.C.)
ROBERT D. SLEWETT (FLA.)
ROBERT H. YAFFE (FLA.)
MORRIS L. STEINBERG (N.Y.)

* PLEASE REPLY TO OUR
MIAMI BEACH OFFICE

May 2, 1995

FILED
95 MAY -5 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Re: **La Brioche Dorée II, Inc.**
Corporation No. P95000028119

Gentlemen:

Please be advised that Bobette M. Smith, the
Subscriber to the Articles of Incorporation has
resigned from the Corporation and waived her right
to subscribe to the stock thereof.

Edouard Mailal was elected the sole Director,
President and Secretary. He, likewise, is the sole
Stockholder.

Enclosed is an Amendment to the Articles of
Incorporation evidencing the current officers and
directors.

Enclosed is a check in the sum of \$35.00 for
the filing fee.

Thank you for your cooperation.

Very truly yours,
800001477758
05/02/95--01114--018
****35.00 ****35.00

PAUL B. STEINBERG

PBS/bs
Enclosures

800001477758
05/02/95--01114--018
****35.00 ****35.00

NEW YORK OFFICE
674 FIFTH AVENUE
2ND FLOOR
NEW YORK, N.Y. 10036
(212) 391-2080

Amend
5/12
JB

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

LA BRIOCHE DOREE II, INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Amendment(s) adopted:

Article VI. is hereby amended to indicate the initial director of the Corporation is EDOUARD MAILAL.

Article IX. is hereby created. This Corporation shall have two (2) officers, to wit: a President and Secretary, initially. The number of officers can either be increased or diminished from time to time as provided in the By-Laws but shall never be less than one, who shall be the President of the Corporation. EDOUARD MAILAL whose address is 9551 Harding Avenue, Surfside, Florida 33154 shall serve as the initial President and Secretary of the Corporation.

SECOND: BOBETTE M. SMITH, of 767 Arthur Godfrey Road, Miami Beach, Florida 33140 assigned her interest in the Corporation to EDOUARD MAILAL.

THIRD: The date of each amendment adoption is April 6, 1995.

FOURTH: The Amendments were adopted by the ~~Incorporators or~~ Board of Directors without shareholder action and shareholder action was not required.

SIGNED THIS 3 day of May, 1995.

LA BRIOCHE DOREE II, INC.

By: Edouard Mailal

Chairman of the Board of
Directors

EDOUARD MAILAL

Edouard Mailal
Chairman of the Board of Directors
Director and President

FEI No. 65-057-4241

FILED
95 MAY -5 AM 11:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA