

# P95000031059

ELLIOTT JAY BURKO

ATTORNEYS AT LAW

405 PARK AVENUE, NEW YORK, NEW YORK 10022-4408 (212) 638-1937

APR 18, 1995

FAX (212) 481-0738

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

800001465628  
-04/26/95--01037--008  
\*\*\*\*122.50 \*\*\*\*122.50

Attn: Ms. Beth Register

By Federal Express

Re: Filing of Articles of Incorporation  
"SEIZE AU SOLEIL, INC."

Dear Ms. Register:

Please find enclosed herein two sets of the Articles of Incorporation of SEIZE AU SOLEIL, INC. together with two Certificates of Designation and Acceptance of Registered Agent.

Also enclosed is a check in the amount of USD \$122.50 payable to the Secretary of State to cover the following items:

- Filing Fee
- Certified Copy Fee
- Designation of Agent

Kindly file the enclosed documents and forward to me, at the address printed above, the Certified Copy of the Articles once they are recorded together with the Secretary of State's letter acknowledging completion of filing.

Thank you for your cooperation.

*Sixteen in the  
Sun*

Very truly yours,

*Howard S. Kaminsky*

Howard S. Kaminsky

Encs.  
aga-0418.1a  
HSK/yt

FILED  
95 APR 20 11 12 AM  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE

B. REGISTER APR 20 1995

ARTICLES OF INCORPORATION  
OF  
SEIZE AU SOLEIL, INC.

FILED  
95 APR 20 PM 12:34  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, in order to form a business corporation under the laws of the State of Florida hereby certifies that:

ARTICLE I

The name of the corporation is:

SEIZE AU SOLEIL, INC.

ARTICLE II

The general purpose or purposes for which the corporation is organized is the transaction of any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

The number of shares this corporation shall be authorized to issue shall be two hundred (200) common shares at One Dollar (\$1.00) par value.

ARTICLE IV

The term for which this corporation shall exist is perpetual.

ARTICLE V

The registered office shall be 620 N.W. 214th Street, Suite 201, Miami, Florida 33169 and the registered agent at said address shall be Claudine Faifer. The principal place of business of the corporation shall be 18815 Biscayne Boulevard (Space #735), Aventura, Florida 33180. The corporation may have such other places of business in the State of Florida as, from time to time, may be necessary or desirable.

#### ARTICLE VI

This corporation shall initially have one (1) director. The number of directors may be increased or decreased from time to time in the manner provided for same in the By-Laws of the corporation which shall be hereinafter adopted. At no time, however, shall the number of directors ever be less than one (1).

#### ARTICLE VII

The names and post office addresses of the corporation's first Board of Directors and officers, who shall serve until the first meeting of the shareholders or until their successors are elected and qualified, are:

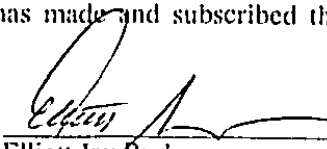
<u>Name</u>	<u>Address</u>	<u>Office</u>
Michel Quiniou	99, rue de Rennes 75006 Paris France	President and Director
Claudine Faifer	620 N.W. 214th Street Miami, Florida 33169	Vice President
Elliott Jay Burko	405 Park Avenue (Suite 801) New York, New York 10022	Secretary

#### ARTICLE VIII

The name and address of the incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Elliott Jay Burko	405 Park Avenue (Suite 801) New York, New York 10022

IN WITNESS WHEREOF the undersigned has made and subscribed these Articles of Incorporation this 18<sup>th</sup> day of March, 1995.

  
Elliott Jay Burko

P.CORP-aga-0316.1a incorp

STATE OF NEW YORK     )  
                                  ) ss.:  
COUNTY OF NEW YORK    )

BEFORE ME, the undersigned authority to take acknowledgements and administer oaths, personally appeared ELLIOTT JAY BURKO, who, upon being duly sworn, upon his oath, deposes and says: that he is the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the uses and purposes therein set forth.

SWORN TO AND DESCRIBED before me this 18<sup>th</sup> day of March, 1995.

HOWARD S. KAMINSKY  
Notary Public, State of New York  
No. 31-5023982  
Qualified in New York County  
Commission Expires Feb 22, 1996

  
\_\_\_\_\_  
Notary Public

P.CORP-aga-0316.3a notarization

STATE OF FLORIDA  
DEPARTMENT OF STATE

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:

THAT SEIZE AU SOLEIL, INC.  
(Name of Corporation)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF  
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF AVENTURA,  
COUNTY OF DADE.

STATE OF FLORIDA, HAS NAMED CLAUDINE FAJER  
(State) (Name of Resident Agent)

RESIDING AT 620 NORTH WEST 214TH STREET (SUITE 201)  
MIAMI, FLORIDA 33169-2014

CITY OF MIAMI, COUNTY OF DADE, STATE OF FLORIDA.

AS ITS AGENT TO ACCEPT SERVICE  
OF PROCESS WITHIN FLORIDA

SIGNATURE [Signature]  
(Corporate Officer)

TITLE Secretary

DATE March 18/95

ACCEPTANCE:

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 ALL THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROVISIONS OF  
ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY  
DUTIES.

SIGNATURE [Signature]  
(Resident Agent)

DATE 3/25/95