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8 PUBLIC ACCESS SYSTEM
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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33136-
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
PHONE: (305) 541-3894
FAX: (904) 922-4000 FAX: (305) 541-3770

(((H96000004320))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: TUTTI FRUTTI TRADING, INC.
FAX AUDIT NUMBER: H95000004320 CURRENT STATUS: REQUESTED
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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 21, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: TUTTI FRUTTI TRADING, INC.
REF: W95000008251

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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Jerri Weinmann
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FAX Aud. #: H95000004326
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Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

NR-21-1995 13141 FROM EMPIRE

TO

19849224000 P.00

MERKIN, LEVIN & IGLERIAN
ATTORNEYS AT LAW
RIVERDALE PLAZA, SUITE 300
444 BRIDGELL AVENUE
MIAMI, FLORIDA 33131

STEWART A. MERKIN
SHELLIE BAUMS LEVIN
MANUEL S. IGLERIAN

TEL: (305) 388-8800
FAX: (305) 388-8400

April 21, 1995

Ms. Loria Poole
Corporate Specialist
State of Florida
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Tutti Frutti Trading, Inc.
W95000008251

Dear Ms. Poole:

We are in receipt of your letter dated April 18, 1995.

We understand that there exists a registered trademark for "Tutti Frutti". Tutti Frutti Trading, Inc. will not be selling goods or services under the name "Tutti Frutti", therefore, we conclude that it does not pose a conflict.

Very truly yours,


Stewart A. Merkin
SAM:ecg

TOTAL P.00

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ARTICLES OF INCORPORATION
OF
TUTTI FRUTTI TRADING, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I.

NAME

The Name of the Corporation is TUTTI FRUTTI TRADING, INC.

ARTICLE II.

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III.

PERMITTED ACTIVITY

The Corporation shall engage in any activity of business permitted under the laws of the United States and of the State of Florida.

Stewart A. Markin, Esq.
Rivergate Plaza, Suite 300
444 Brickell Avenue
Miami, Florida 33131
Tel. (305) 358-5800
Fla. Bar No. 153444

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ARTICLE IV.

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue are 1000 shares with par value of \$1.00 per share.

ARTICLE V.

PREEMPTIVE RIGHTS DENIED

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VI.

PRINCIPAL OFFICE

The principal office of the Corporation is Suite 502, 25 S. E. 2nd Avenue, Miami, Florida 33131.

ARTICLE VII.

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is Rivergate Plaza, Suite 300, 444 Brickell Avenue, Miami, Florida 33131. The initial registered agent at that address is STEWART A. MERKIN.

ARTICLE VIII.

DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact

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number to be determined from time to time in accordance with the By-Laws.

The name and address of the first board of directors who shall serve until the first annual meeting of shareholders or until his successors are elected and qualified shall be:

NAME**ADDRESS****JOSE ROBERTO DE RAPHAEL****25 S. E. 2nd Avenue
Suite 803
Miami, Florida 33131****ARTICLE IX.****INCORPORATOR**

The name and address of the incorporator is: **STEWART A. MERKIN, ESQ.**, Rivergate Plaza, Suite 300, 444 Brickell Avenue, Miami, Florida 33131.

ARTICLE X.**INDEMNIFICATION**

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned, being the original incorporator of the Corporation, has executed these Articles of Incorporation this 18th day of April, 1995.


Stewart A. Merkin

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STATE OF FLORIDA)

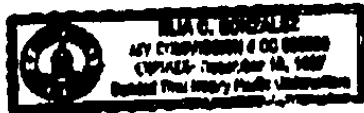
COUNTY OF DALLAS)

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Stewart A. Merkin, to me well known and well known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 18th day of April, 1995.

[Signature]
Notary Public, State of
Florida at Large

My Commission Expires:



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CERTIFICATE OF DESIGNATION**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0801, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

TUTTI FRUTTI TRADING, INC.

2. The name and address of the Registered Agent and office is:

**STEWART A. MERKIN, ESQ.
RIVERGATE PLAZA, SUITE 300
444 BRICKELL AVENUE
MIAMI, FLORIDA 33131**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT OF REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE


Stewart A. Merkin

DATE:

April 18th, 1995

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TALLAHASSEE, FLORIDA

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