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ACCOUNT NO. : 872100000032

REFERENCE : 584374 123598A

AUTHORIZATION :

*Patricia Pizotti*

COST LIMIT : \$ 131.25

ORDER DATE : April 24, 1995

ORDER TIME : 3:15 PM

ORDER NO. : 584374

300001468588

CUSTOMER NO: 123598A

CUSTOMER: Charles Z. Kalchman, Esq  
CHARLES Z. KALCHMAN, ESQ

Sun Bank Building, Suite 325  
1111 Lincoln Road  
Miami Beach, FL 33139

DOMESTIC FILING

NAME: UNCLE REMUS, INC.

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS: T. BROWN APR 25 1995

FILED  
95 APR 24 AM 11:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
UNCLE REMUS, INC.**

**FILED**  
95 APR 24 AM 11:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I. NAME AND ADDRESS:** The name of the Corporation is UNCLE REMUS, INC., and it's principal office and mailing address is 465 Ocean Drive, Suite 1104, Miami Beach, Florida 33139.

**ARTICLE II. REGISTERED AGENT AND ADDRESS:** The Registered Agent is JOSEPH H. GREENSTONE, JR., and the initial registered office of the Corporation is 465 Ocean Drive, Suite 1104, Miami Beach, Florida 33139.

**ARTICLE III. TERM OF CORPORATE EXISTENCE:** The Corporation shall exist in perpetuity unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Secretary of State of the State of Florida.

**ARTICLE IV. PERMITTED ACTIVITY:** The Corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida.

**ARTICLE V. AUTHORIZED SHARES:** The total number of shares which the Corporation is authorized to issue shall be one thousand (1,000) shares of common voting stock without par value.

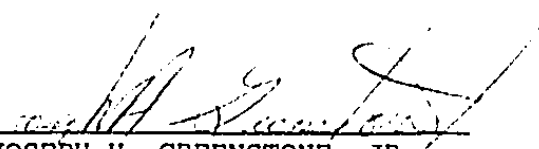
**ARTICLE VI. PRE-EMPTIVE RIGHTS DENIED:** No holder of any shares of the Corporation shall have any pre-emptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

**ARTICLE VII. DIRECTORS:** The business of the Corporation shall be managed by a Board of Directors, consisting of not fewer than one person, the exact number to be determined, from time to time, in accordance with the By-Laws of the Corporation.

**ARTICLE VIII. INCORPORATOR:** The name and address of the Incorporator is JOSEPH H. GREENSTONE, JR., 465 Ocean Drive, Suite 1104, Miami Beach, Florida 33139.

**ARTICLE IX. INDEMNIFICATION:** Every person now or hereafter serving as a director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time of such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of his duty. Expenses (including attorneys' fees) incurred by any such person in defending any claim, action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such proceeding.

IN WITNESS WHEREOF, the undersigned, being the original incorporator of the Corporation, has executed these Articles of Incorporation on this 19th day of April, 1995.

By:   
JOSEPH H. GREENSTONE, JR.  
465 Ocean Drive, Suite 1104  
Miami Beach, FL 33139

STATE OF FLORIDA )

COUNTY OF DADE )SS:

BEFORE ME, the undersigned authority, personally appeared, JOSEPH H. GREENSTONE, JR., to me known to be the person described in and who executed the foregoing instrument and he acknowledged to and before me that he executed the same for the purpose therein expressed.

WITNESS my hand and seal at Miami Beach, Florida on this  
19 day of April, 1995.

My commission expires:

Charles Z. Kalchman  
NOTARY PUBLIC,  
STATE OF FLORIDA



**ACKNOWLEDGMENT BY REGISTERED AGENT**

The undersigned, having been named as Registered Agent of the above Corporation, to accept service of process for the said Corporation, at the place designated in these Articles of Incorporation, does hereby accept and agree to act in this capacity, and agrees to comply with the provisions of Florida Statutes, Chapter 48, relative to keeping said office open.

By: Joseph H. Greenstone, Jr.  
JOSEPH H. GREENSTONE, JR.  
465 Ocean Drive, Suite 1104  
Miami Beach, FL 33139