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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: CARNABY STRETT CORPORATION

FAX AUDIT NUMBER: H95000004995

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ARTICLES OF INCORPORATION
OF
CARNARY STREET CORPORATION

The undersigned incorporator for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the Corporation is CARNARY STREET CORPORATION (the "Corporation").
- SECOND:** The street address of the initial principal office and mailing address of the Corporation is c/o Broad and Cassel, Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.
- THIRD:** The Corporation is authorized to issue 500 shares of common stock, par value \$1.00 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is: Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131 and the registered agent at that address is: B & C Corporate Services, Inc.
- FIFTH:** The name and address of the incorporator of the Corporation is: Marwin S. Cassel, P.A., Broad and Cassel, Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.
- SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH:** The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.
- EIGHTH:** The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.
- NINTH:** The corporate existence of the Corporation shall commence upon the filing of these Articles of Incorporation.

Marwin S. Cassel
201 S. Biscayne Boulevard
Suite 3000
Miami, Florida 33131
Florida Bar No. 0012713
(305) 374-9100

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IN WITNESS WHEREOF, the undersigned incorporator has executed
these Articles of Incorporation this 14 day of May, 1995.


Marvin S. Cassel, Incorporator

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ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

B & C CORPORATE SERVICES, INC.

By: All - Licht
Allison A. Lichter, Vice President

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BROAD AND CASSEL
ATTORNEYS AT LAW

P95 000034918

MICHAEL D. BROAD, P.A.
MICK BROAD, P.A.
JENNIFER A. BOUTON, P.A.
PATRICIA L. BOUTON, P.A.
C. EUGENE BOUTON, P.A.
ROBERT D. BOUTON, P.A.
RICHARD S. BOUTON, P.A.
C. DAVID BOUTON, P.A.
P. VERNON BOUTON, P.A.
MARVIN S. CASSEL, P.A.
JAMES S. CASSEL, P.A.
CLIFFORD J. HERTZ, P.A.
ARVIN J. JAFFE, P.A.
M. STEPHEN TURNER, P.A.
RALPH C. DAVILLO, P.A.
DOUGLAS L. MANNING, P.A.
MARTIN S. PRINE, P.A.
MICHAEL A. PRINE, P.A.
ANTHONY W. PALMA, P.A.
ANDREW D. RAJIN
CHARLES S. STRATTON, P.A.
JAMES E. MATHE, P.A.
WILLIAM C. MULLIN, P.A.

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ANDREW COTTEN, P.A.
EMILY OVERSTREET JOHNSON, P.A.
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JAMES J. WHELAN, P.A.
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WILLIAM D. TUCKER
THOMAS C. TUCKER, P.A.
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JACK B. SULLIVAN, P.A.
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VIRGINIA BARLEY JOHNSON, P.A.
JOHN J. BOWEN, P.A.
JOHN A. BOWEN, JR., P.A.
DONNA B. BLAUSTEIN
JAY ADAMS
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LOUIS S. QUINN, JR.
JOHN H. FURBER II

Writer's Direct Line: 373-9448

November 10, 1995

Via Federal Express
Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Carnaby Street Corporation

Dear Sir/Madam:

Enclosed please find Articles of Amendment to the Articles of Incorporation of the above-referenced corporation. In addition, I have enclosed a check in the amount of \$87.50 to cover the filing fees and a certified copy.

To evidence receipt of this filing, please date stamp the enclosed copy of this letter and return it to the undersigned in the enclosed self-addressed stamped envelope provided for your convenience.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,

BROAD AND CASSEL

al
Allison A. Lichter
Corporate Paralegal

Enclosures

cc: Marwin S. Cassel, P.A.

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**ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
CARNABY STREET CORPORATION**

The undersigned President, for the purpose of amending the Articles of Incorporation of Carnaby Street Corporation, a Florida corporation (the "Corporation"), hereby certifies, pursuant to Section 607.1006 of the Florida Business Corporation Act:

1. The name of the Corporation is Carnaby Street Corporation.
2. Article FIRST of the Articles of Incorporation of the Corporation is amended in its entirety to read as follows:

FIRST: The name of the corporation is Lifestyles of America, Inc.

3. The foregoing amendment was adopted by the sole shareholder and the sole director of the Corporation by joint written consent dated November 8, 1995.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 8th day of November, 1995.



Tibor Hollo, President