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**PUBLIC ACCESS SYSTEM
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TO: DIVISION OF CORPORATIONS DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER BT
SUITE 200
MIAMI FL 33135-
CONTACT: RAY STORMONT
PHONE: (305) 541-3094
FAX: (305) 541-3770
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: MICA MAGIC, INC.
FAX AUDIT NUMBER: H95000005231
DATE REQUESTED: 05/10/1995
CERTIFIED COPIES: 1
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TALLAHASSEE, FLORIDA

62:11:29

MAY-10-1995 10:19 FROM EMPIRE

TO

1504922-XXXX P.01



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

May 10, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: NICA MAGIC, INC.
REF: W95000009895

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

List the name of the Registered Agent in Article VIII.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: W95000005231
Letter Number: 095A00023696

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

**ARTICLES OF INCORPORATION
OF
MICA MAGIC, INC.**

I, the undersigned, for the purpose of becoming a Corporation under the laws of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations for profit, file these Articles of Incorporation.

ARTICLE I

The name of the Corporation is MICA MAGIC, INC.

ARTICLE II

The general nature of the business to be transacted is as follows:

SECTION 1: To engage in the business of preparing, processing, and otherwise manufacturing and purchasing, trade, and dealing in, for resale, cabinet shop products.

SECTION 2: To engage in any commercial or industrial enterprise calculated or designed to be profitable to this Corporation and in conformity with the Laws of the State of Florida.

SECTION 3: To generally engage in, do and perform any enterprise, act or vocation that a natural person might do or perform.

SECTION 4: To engage in and carry on any business or businesses and every act or deed pertaining thereto, either directly or indirectly, which is not prohibited by the Laws of the State of Florida, and to so engage in and carry on said business or businesses in Florida, or in any other State in the United States or in any foreign country. To do any and all things necessary, suitable, useful, proper or admissible for the accomplishment of any one of the purposes or for the attainment of any of the objects or further exercise of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals, or corporations, either in this State or throughout the United States and elsewhere.

ARTICLE III

The foregoing clauses shall be construed both as objects and powers, but no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

Jay H. Embury, Sec.
4481 Sheridan Street
Suite 200
Hollywood, Fl. 33021
Florida Bar No: 178238
(308) 962-4887

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE IV

Any unissued stock or such additional authorized issue of new stock or other securities convertible into stock may be issued and disposed of pursuant to resolution of the Board of Directors to such persons firms, corporations or associations and upon such terms as may be deemed advisable by the Board of Directors in the exercise of their discretion.

ARTICLE V

The maximum number of shares of this Corporation is authorized to have outstanding at any time shall be 500 shares of One (\$1.00) Dollar per value, unless duly changed in accordance with the laws of the State of Florida. It is the intention of this Corporation that the stock issued shall qualify as "Section 1244 stock," as such term is defined in the Internal Revenue Code and the Regulations issued thereunder.

ARTICLE VI

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

The street address of the initial registered office of this Corporation in the State of Florida shall be 5853 S.W. 21st Street, West Hollywood, Florida 33023, which is the principal place of the corporation; and the name of the initial registered agent of this Corporation at that address is 5853 S.W. 21st Street, West Hollywood, Florida 33023. The Corporation may have such other places of business, both within and without the State of Florida, and in foreign countries, as may be necessary and convenient.

EDUARDO M. CRKSPQ

ARTICLE VIII

This Corporation shall exist perpetually.

ARTICLE IX

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time, by Laws adopted by the stockholders, but shall never be less than one.

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ARTICLE I

The name and street address of the first Board of Directors of this Corporation, who shall hold office until the organization meeting of this Corporation, and until her/his successors are elected and have qualified is:

Eduardo M. Crespo, President
5853 S.W. 21st Street
West Hollywood, Florida 33023

ARTICLE II

The name and street address of the subscriber to the Articles of Incorporation is as follows:

Eduardo M. Crespo
5853 S.W. 21st Street
West Hollywood, Florida 33023

ARTICLE III

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board or Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

IN WITNESS WHEREOF, I, the undersigned, being the subscribing incorporator, have hereunto set my hand and seal for the purpose of forming this Corporation under the Laws of the State of Florida, this 9th day of May, 1995.

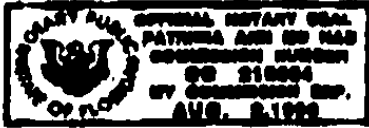
Eduardo Crespo
Eduardo M. Crespo

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, this day personally appeared, Eduardo M. Crespo, known to me to be the person described as subscriber and who executed the foregoing Articles of Incorporation, and acknowledged before me that she/he executed the same freely and voluntarily for the purpose therein expressed, and who is personally known to me or who produced FL Drivers License as identification.

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WITNESS my hand and official seal in the County and State name above, this 12 day of May, 1998.



Patricia Ann McNeil
Notary Public
State of Florida
My commission expires:

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Having been named Registered Agent for the above stated corporation, at the place designated in these Articles, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as such. I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Eduardo M. Creepo
Eduardo M. Creepo

corporation/pics

FILED
95 MAY 10 PM 5:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H9 500 0005 231

LAW OFFICES OF
JAY M. GAMBERG, P.A.

BROWARD OFFICE
4651 SHERIDAN BLVD., SUITE 300
HOLLYWOOD, FLORIDA 33021

PHONE: (305) 962-8889
FAX: (305) 948-6112
FAX: (305) 966-6259

Member of New York Bar
Member of Florida Bar
Qualified in Bankruptcy under
the Florida Designation Plan

MIAMI OFFICE
5700 SOUTH DINWIDDIE HIGHWAY, SUITE 1000
MIAMI, FLORIDA 33156

Of Counsel:
Jerome H. Shevlin, P.A.

P 950000 37164
PLEASE RESPOND TO: BROWARD OFFICE

June 5, 1995

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

Re: Mica Magic, Inc.
Number P95000037164

Ladies/Gentlemen:

Please change your records to reflect the following principal,
registered agent and officer address to:

5843 S.W. 21st Street
West Hollywood, Florida 33023

Thank you for your courtesy and cooperation.

Very truly yours,

Patricia McNab

Patricia McNab
Legal Assistant

cc: Mica Magic, Inc.

mailed
CR2 5041
6-8-95