

**P9500008172**

LAW OFFICES  
**MICHAEL J. CONIGLIO**  
Professional Association

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Reply to: Tallahassee

May 15, 1995

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Secretary of State  
Division of Corporations  
Tallahassee, Florida 32399

Re: Prestige Marketing Group, Inc.

Dear Sir or Madam:

Enclosed are the Articles of Incorporation for the above-referenced corporation. Enclosed is a check for \$131.25 to cover the cost of the filing fees and a Certificate of Good Standing and a Certified Copy of the Articles of Incorporation.

Thank you for your cooperation in this matter.

Sincerely,

Michael J. Coniglio

*Will Wait*

MAY 15 1995 BSB

RECEIVED FILED  
95 MAY 15 AM 10:25  
DIVISION OF CORPORATIONS  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF      FILED  
PRESTIGE MARKETING GROUP, INC. 95 MAY 15 11 10: 35

ARTICLE I.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CORPORATE NAME

The name of this corporation shall be: PRESTIGE MARKETING GROUP,  
INC.

ARTICLE II.

NATURE OF CORPORATE BUSINESS

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

ARTICLE III.

CAPITAL STOCK

This Corporation is authorized to issue a maximum of One Hundred (100) shares of common stock having a par value of One Dollars (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV.

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

MOISES T. GRAYSON  
Ingraham Building, Suite 730  
25 S.E. 2nd Avenue  
Miami, Florida 33131

ARTICLE V.

MAILING ADDRESS OF CORPORATION

The Corporation's mailing address shall be:

645 Madison Avenue  
New York, NY 10022

ARTICLE VI.

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VII.

INITIAL DIRECTOR

The name and post office address of the first Director of the Corporation is:

<u>Name</u>	<u>Address</u>
David Alfin	645 Madison Avenue New York, NY 10022

The first Director shall hold office until the first annual meeting of the Stockholders of the Corporation.

ARTICLE VIII.

INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is:

<u>Incorporator</u>	<u>Address</u>
Moises T. Grayson	730 Ingraham Building 25 S.E. 2nd Avenue Miami, Florida 33131

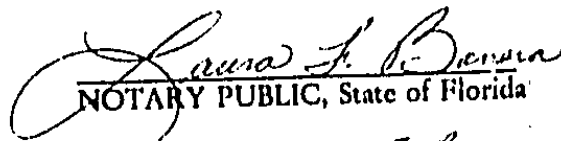
THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.

  
Moises T. Grayson

STATE OF FLORIDA :  
: SS  
COUNTY OF DADE :

BEFORE ME, the undersigned authority, appeared Moises T. Grayson, who is personally known to me or who has produced \_\_\_\_\_ as identification, and acknowledged that he executed said Articles of Incorporation, and who did take an oath.

WITNESS my hand and seal in the State and County aforesaid, this 24 day of May, 1995.

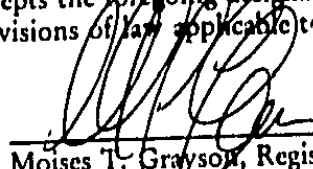
  
NOTARY PUBLIC, State of Florida

Print Name: LAURA F. BARRERA

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA  
EXPIRES 04/15/95

The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.

  
Moises T. Grayson, Registered Agent

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