

1101 HAYS STREET
TALLAHASSEE, FL 32301
(904) 222-0997
200-142-8086



ACCOUNT NO. : 0721000000012

REFERENCE : 599922 10561

AUTHORIZATION :

COST LIMIT : 9 PREPAID

ORDER DATE : May 16, 1995

ORDER TIME : 1:04 PM

ORDER NO. : 599922

CUSTOMER NO: 10561

CUSTOMER: Robert Hudson, Jr., Esq
BAKER & MCKENZIE

Suite 1600
701 Brickell Avenue
Miami, FL 33131

SECTION 1141344156
-05/16/95-01106-023
****122.50 ****122.50

DOMESTIC FILING

NAME: JCB BELLESTAR RETAIL CORP.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol M. Hensal

EXAMINER'S INITIALS: _____

RECEIVED
95 MAY 16 PM 3:19
DIVISION OF CORPORATION

FILED
95 MAY 16 AM 8:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN MAY 17 1995

BAKER & MCKENZIE

ATTORNEYS AT LAW

SUITE 1600

BARNETT TOWER

701 BRICKELL AVENUE

MIAMI, FLORIDA 33131-2027

TELEPHONE (305) 789-8000

CABLE ABOGADOMIA · TELEX 502300

FACSIMILE (305) 789-8053

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PALM BEACH
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SAN FRANCISCO
WASHINGTON, D.C.

ROBERT F. HUDSON JR.
1901 200 1000

May 15, 1995

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

Re: JCB Bellestar Retail Corp.

Dear Sir/Madame:

Following please find the original plus one copy of the Articles of Incorporation of JCB Bellestar Retail Corp. for filing with your office, along with our Firm's check in the amount of \$122.50 to cover for the filing and certification fees.

Kindly process the filing of these Articles of Incorporation and return the certified copy to the messenger service who is delivering this letter.

Should you have any questions or comments, please do not hesitate to contact us.

Very truly yours,

R.F. Hudson, Jr.

Robert F. Hudson, Jr.

Enclosures
MIAMR61346VH

**ARTICLES OF INCORPORATION
OF
JCB BELLESTAR RETAIL CORP.**

FILED
95 MAY 16 AM 8 26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is JCB Bellestar Retail Corp. and its mailing address is 6001 Broken Sound Parkway, N.W., Suite 408, Boca Raton, FL 33487.

ARTICLE II

NATURE OF BUSINESS

This Corporation is being formed for the following purposes:

- a. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
- b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
- c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the corporation or which at any time appear conducive thereto or expedient.

ARTICLE III

TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of \$0.01 par value common stock, which shall be designated "Common Shares."

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 701 Brickell Avenue, Suite 1600, Miami, Florida 33131, and the name of the initial registered agent of this Corporation at that address is Robert F. Hudson, Jr.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) directors. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the directors of this Corporation are:

<u>Name</u>	<u>Address</u>
Jean Blanchard	C/Rodriguez Marin, 92 28016 Madrid, Spain
Cristina Blanchard	C/Rodriguez Marin, 92 28016 Madrid, Spain

ARTICLE VII

DIRECTOR QUORUM AND VOTING

No less than a majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

ARTICLE VIII

VOTING REQUIREMENTS FOR SHAREHOLDERS

The affirmative vote of a majority of the shareholders of this Corporation entitled to vote shall be required for the authorization of any action of the shareholders of this Corporation.

ARTICLE IX

CLASSES OF DIRECTORS

The By-Laws of this Corporation may provide that the directors be divided into not more than four classes, as nearly equal in number as possible, whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than four years and provided further that at least one-fifth in number of the directors shall be elected annually.

ARTICLE X

AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors of this Corporation.

ARTICLE XI

POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, as amended from time to time.

ARTICLE XII

DIVIDENDS

Dividends payable in shares of any class may be paid to the holder of shares of any other class.

ARTICLE XIII

INDEMNIFICATION

This corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof,

to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

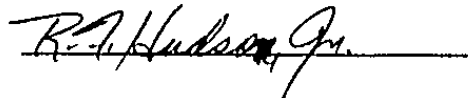
ARTICLE XIV

INCORPORATOR

The name and address of the person signing these Articles is:

Robert F. Hudson, Jr.
701 Brickell Avenue, Suite 1600
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 15 day of May, 1995.

A handwritten signature in cursive script, reading "R. F. Hudson, Jr.", followed by a horizontal line.

ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent for JCB Bellestar Retail Corp., at the place designated in these Articles of Incorporation, hereby agrees to act in such capacity and to comply with the provisions of law in relation thereto.

R. F. Hudson, Jr.
Robert F. Hudson, Jr.
Registered Agent

FILED
95 MAY 16 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MIAMI061344

P950000 38830

BAKER & MCKENZIE

ATTORNEYS AT LAW
SUITE 1600
BARNETT TOWER
701 BRICKELL AVENUE
MIAMI, FLORIDA 33131

OFFICE USE ONLY

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*****35.00 *****35.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☐ Walk in ☐ Pick up time _____

☐ Certified Copy

☐ Mail out ☐ Will wait

☐ Photocopy

☐ Certificate of Status

RECEIVED
31 DEC 26 AM 11:01
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

P95 000038830
EACM
12-26-95

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: JCB Bellestar Retail Corp.

1b. Date of Incorporation May 16, 1995 Document number P95000038830

2. The name and address of the current registered agent and office:

Robert F. Hudson, Jr.

701 Brickell Avenue, Suite 1600, Miami, FL 33131

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

Bellestar Management Corp.

6001 Broken Sound Parkway, N.W., Suite 408, Boca Raton, FL 33487

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

[Signature]
SIGNATURE
12-18-95
DATE

Joseph Lavalley, Secretary

Typed or printed name and title

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 AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

BELLESTAR MANAGEMENT CORP.

SIGNATURE By: *[Signature]*

Joseph Lavalley, Secretary

D. TE 12-18-95

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314