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** ADMITTED IN FLORIDA AND NEW YORK

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May 16, 1995

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

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-05/22/95--01065--020
***122.50 ***122.50

Re: Planet Portofino Incorporated

Dear Sirs:

Enclosed please find for filing the original Articles of Incorporation and one copy for certifying for the a.r. firm. A preliminary search by your office has indicated that the name is available.

Also enclosed is a check for \$122.50 to cover the costs of the filing fee and the cost of one certified copy of the articles.

Thank you very much.

Sincerely yours,


Christopher Langen

Dmc
5/24/95

FILED
95 MAY 22 PM 4:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

**ARTICLES OF INCORPORATION OF
PLANET PORTOFINO INCORPORATED**

95 MAY 22 PM 4:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of this corporation is PLANET PORTOFINO INCORPORATED.

**ARTICLE II
PURPOSE**

This corporation is organized to do any and all lawful business.

**ARTICLE III
CAPITAL STOCK**

This corporation is authorized to issue One Thousand Shares (1,000) of stock, at \$1.00 par value.

**ARTICLE IV
INITIAL REGISTERED AGENT**

The name of the initial registered agent of this corporation, together with the agent's address, is Christopher Langen, Esq., 112 South Hibiscus Drive, Miami Beach, Florida 33139.

**ARTICLE V
INITIAL MAILING ADDRESS**

The initial mailing address of this corporation is c/o Christopher Langen, Esq., 112 South Hibiscus Drive, Miami Beach, Florida 33139.

**ARTICLE VI
BOARD OF DIRECTORS**

This corporation shall have at least one director. The number of directors of this corporation may be established from time to time in the manner provided by the Bylaws.

ARTICLE VII
INCORPORATOR

The name and addresses of the persons signing these Articles are:

Christopher Langen, Esq.
112 South Hibiscus Drive
Miami Beach, Florida 33139

ARTICLE VIII
INDEMNIFICATION

The corporation shall indemnify any officer or Director or any former officer or Director, to the full extent permitted by law.


ARTICLE IX
BYLAWS

The Board of Directors and the shareholders shall each have the power to adopt, alter, amend or repeal Bylaws.

ARTICLE X
CORPORATE EXISTENCE

The existence of this corporation shall be perpetual and shall commence on the date of the filing of these Articles with the Secretary of State.

In witness whereof, the undersigned incorporators executed these Articles of Incorporation this 16th day of May, 1995.



Incorporator
Christopher Langen, Esq.

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 16th day of May, 1995, by Christopher Langen who is:

_____ personally known to me; or

✓ have produced FOL # 1-525-116-62 P28 as identification and who did (did not) take an oath.

My commission expires:




Notary Public, Florida

FILED

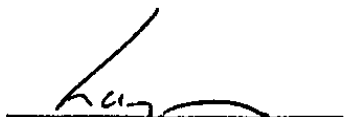
ACCEPTANCE BY REGISTERED AGENT

95 MAY 22 PM 4:34

The undersigned hereby accepts the appointment to serve as the registered agent of
Planet Portofino Incorporated.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This acceptance is dated the 16th of May, 1995.



Christopher Lungen, Esq.