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TALLAHASSEE, FL 32309
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195000044264

ACCOUNT NO. : 07210000000000

REFERENCE : 612176 86901H

AUTHORIZATION: *Patricia Payne*

COST LIMIT : \$ 122.50

ORDER DATE : June 8, 1995

ORDER TIME : 10:19 AM

ORDER NO. : 612176

CUSTOMER NO: 86901H

CUSTOMER: Mr. Rene Payne
PRENTICE HALL LEGAL &
FINANCIAL SERVICES, INC.
830 Bear Tavern Road
Suite 305
Trenton, NJ 086281020

FILED IN THE OFFICE OF THE SECRETARY OF STATE

JUN 8 1995

DOMESTIC FILING

JUN 8 1995 BSB

NAME: PROFFITT & POWERS INC.
OF FLORIDA

RECEIVED
95 JUN -8 10:44
DIVISION OF CORPORATION

FILED
95 JUN -8 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

XXXXXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XXXXX _____ CERTIFIED COPY
- _____ PLAIN STAMPED COPY
- _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sebrana Randolph

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION

OF

PROFFITT & POWERS INC. OF FLORIDA

FILED

95 JUN -6 PM 1:05

TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is PROFFITT & POWERS INC. OF FLORIDA.

SECOND: The address, wherever located, of the principal office of the corporation, if known, is % Morton, Zemel Esq, 7301A Palmetto Park Road, Suite 305C, Boca Raton, Florida 33433.

THIRD: The mailing address, wherever located, of the corporation is % Morton, Zemel Esq, 7301A Palmetto Park Road, Suite 305C, Boca Raton, Florida 33433.

FOURTH: The number of shares that the corporation is authorized to issue is 1,000, all of which are without par value and are of the same class and are to be Common shares.

FIFTH: The street address of the initial registered office of the corporation in the State of Florida is c/o The Prentice-Hall Corporation System, Inc., 1201 Hays Street, Suite 105, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is The Prentice-Hall Corporation System, Inc.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

SIXTH: The name and the address of the incorporator are:

<u>NAME</u>	<u>ADDRESS</u>
Ernest A. Curtin, Jr.	Prentice Hall 830 Bear Tavern Road West Trenton, New Jersey 08628

SEVENTH: Each share of the corporation shall entitle the holder thereof to a preemptive right, for a period of thirty days, to subscribe for, purchase, or otherwise acquire any shares of the same class of the corporation or any equity and/or voting shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of the same class of the corporation or of equity and/or voting shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire unissued shares of the same class of the corporation or equity and/or voting shares of any class of the corporation, whether now or hereafter authorized or created, and whether the proposed issue, reissue, or grant is for cash, property, or any other lawful consideration; and after the expiration of said thirty days, any and all of such shares, rights, options, bonds, securities, or obligations of the corporation may be issued, reissued, or granted by the Board of Directors, as the case may be, to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine. As used herein, the terms "equity shares" and "voting shares" shall mean, respectively, shares which confer unlimited dividend rights and shares which confer unlimited voting rights in the election of one or more directors.

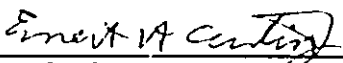
EIGHTH: The purposes for which the corporation is organized are to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

NINTH: The duration of the corporation shall be perpetual.

TENTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ELEVENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on June 6, 1995


Ernest A. Curtin, Jr., Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

THE PRENTICE-HALL CORPORATION SYSTEM, INC.

By: *Alvora Haweli*

Date: June 6, 1995

FILED
95 JUN -8 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM.

APPLICATION
FOR
REINSTATEMENT



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

DIVISION OF CORPORATIONS

FILED

96 DEC 24 AM 9: 31

SECRETARY OF STATE
TALLAHASSEE FLORIDA

DOCUMENT # **P95000044264**

1. Corporation Name

PROFFITT & POWERS INC. OF FLORIDA

Principal Place of Business

Mailing Address

C/O MORTON ZEMEL ESQ.
7301A PALMETTO PARK RD SUITE 308C
BOCA RATON FL 33433

C/O MORTON ZEMEL ESQ.
7301A PALMETTO PARK RD SUITE 308C
BOCA RATON FL 33433

If above addresses are incorrect in any way, line through incorrect information and enter correction below

2. New Principal Office Address, if Applicable

3. New Mailing Office Address, if Applicable

Suite, Apt. #, etc.
7154 N. University #144
City & State
Tamarac FL
Zip
33321 Country
USA

Suite, Apt. #, etc.
7154 N. University
City & State
Tamarac FL
Zip
33321 Country
USA

4. Date Incorporated or Qualified To Do Business in Florida

06/08/1995

5. FEI Number

650598983

Applied For

Not Applicable

CERTIFICATE OF STATUS DESIRED

7. Names and Street Addresses of Each Officer and/or Director (Florida nonprofit corporations must list at least 3 directors)

1	2	3	4
Title(s)	Name of Officers and/or Directors	Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Numbers)	City / State / Zip
Pres	Steven Katz	7154 N. University Dr. #144	Tamarac, FL 33321

700002038977--4
-12/27/96--01036--023
****375.00 ****375.00

8. Name and Address of Current Registered Agent

THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 MAYS STREET
SUITE 105
TALLAHASSEE FL 32301

9. Name and Address of New Registered Agent

Name
Steve Katz
Street Address (P.O. Box Number is Not Acceptable)
3630 NW 35th Way
Suite, Apt. #, Etc.
102
City
Sunrise FL State
FL Zip Code
33351

10. By being appointed the registered agent of the above named corporation, am familiar with and accept the obligations of Section 607.0505, F.S.

Signature of Registered Agent

Steve Katz

REGISTERED AGENT MUST SIGN

Date

11. Does this corporation pay any intangible tax to the Dept. of Revenue under S. 199.032, Florida Statutes. Yes No

(See other side for information on intangible tax.)

12. I certify that I am an officer or director or the receiver or trustee empowered to execute this application as provided for in chapter 607 or 617, F.S. I further certify that when filing this reinstatement application, the reason for dissolution has been eliminated, the corporate name satisfies the requirements of section 607.0401 or 617.0401, F.S., that all fees owed by the corporation have been paid and the names of individuals listed on this form do not qualify for an exemption under section 119.07(3)(f), F.S. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath.

SIGNATURE:

Steve Katz

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Steve Katz

Date

(954)
572-9780
Daytime Phone #

CR6040 (7/96)