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95000 47108

ACCOUNT NO. 10000000

REFERENCE : 621297 22088

AUTHORIZATION : *Patricia Lyette*

COST LIMIT : \$ 122.50

ORDER DATE : June 16, 1995

ORDER TIME : 9:38 AM

ORDER NO. : 621297

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CUSTOMER NO: 22088

CUSTOMER: Judy Diamond, Legal Assistant
MCDERMOTT WILL & EMERY

22nd Floor
201 South Biscayne Boulevard
Miami, FL 33131-4335

DOMESTIC FILING

NAME: ALPHABET SOUP, INC.

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

T. BROWN JUN 16 1995

FILED
95 JUN 16 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ALPHABET SOUP, INC.**

ARTICLE I - NAME

The name of this corporation is Alphabet Soup, Inc. (the "Corporation").

ARTICLE II - DURATION

The Corporation shall have perpetual existence.

ARTICLE III - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is 2517 Barbados Avenue, Cooper City, Florida 33026.

ARTICLE IV - PURPOSE

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

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 201 South Biscayne Boulevard, Suite 2200,

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Miami, Florida 33131. The name of the initial registered agent at such address is Steven E. Siff.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time in the manner provided in the By-Laws but shall never be less than one (1). The name of the initial director of this Corporation is Ellen S. Siff.

ARTICLE VIII - BY-LAWS

The initial By-Laws of this Corporation shall be adopted by the initial director of this Corporation.

ARTICLE IX - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by applicable law.

ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Steven E. Siff, Esq., McDermott, Will & Emery, 201 South Biscayne Boulevard, Suite 2200, Miami, Florida 33131.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act, as amended from time to time.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 15th day of June, 1995.



Steven E. Siff
Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE FOREGOING CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VI OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES. I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.

DATED THIS 15th DAY OF JUNE, 1995.



Steven E. Siff
Registered Agent

(Acknowledgment Appears on Next Page)

STATE OF FLORIDA))
) SS:
COUNTY OF DADE)

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Steven E. Siff, known to me and known by me to be the person, who, as Incorporator, executed the foregoing Articles of Incorporation of Alphabet Soup, Inc., a Florida corporation, and he acknowledged before me that he executed those Articles of Incorporation. He is personally known to me or has produced _____ as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 15th day of June, 1995.


NOTARY PUBLIC

My Commission expires:

