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Office of
Arie Mrejen, Esq.

A PROFESSIONAL ASSOCIATION

FLAMINGO FINANCING BUILDING
6380 WEST OAKLAND PARK BLVD.
SUITE 307
SUNRISE, FLORIDA 33351

REPLY TO:
P.O. BOX 5082
FORT LAUDERDALE, FLORIDA
33310-5082

GENERAL COUNSEL TO:
FLAMINGO FINANCING COMPANY &
AURORA CAPITAL

June 12, 1995

Bureau of Corporations - - New Filings
Secretary of State
409 East Gaines Street
Tallahassee, Florida
32399

RE: LIL' LITTLE CO.

Enclosed please find a signed original and one copy of the
Articles of Incorporation for LIL' LITTLE CO. Also find
enclosed a check for \$122.50 to cover filing fees and
certified copy fees.

Please process these at your earliest convenience and return
the certified copies of the Articles of Incorporation to my
office at the above address.

Thank you for your assistance and cooperation. Should you
have any questions please do not hesitate to contact me at
the above phone number.

Very truly yours,
ARIE MREJEN, P.A.

BY: 
ARIE MREJEN, ESQ.

ENCLOSURES

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****122.50 ****122.50

FILED
JUN 13 1995
FBI - FT. LAUDERDALE

SAB
6/19/95

**ARTICLES OF INCORPORATION
OF
LIL' LITTLE, CO.**

FILED
95 JUN 13 AM 8 36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is : **LIL' LITTLE, CO.**

ARTICLE II: EFFECTIVE DATE

This corporation's existence shall commence on the date these Articles of Incorporation are filed with the Florida Secretary of State.

ARTICLE III: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is
12801 West Sunrise, Store #869, Sunrise, Florida

ARTICLE IV: CAPITAL STOCK

The number of shares that the corporation is authorized to have outstanding at any on time is **ONE THOUSAND (1,000)** shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE V: GENERAL PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE VI: INITIAL REGISTERED AGENT

The name and address of the initial registered agent is **ARIE MREJEN, P.A., 8360 West Oakland Park Blvd., Suite 307, Sunrise, FLORIDA 33351**

ARTICLE VII: DURATION

The duration of the corporation is perpetual.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The number of directors constituting the INITIAL Board of Directors is one(2). The number of directors may be increased from time to time in accordance with the by-laws, but shall never be less than one. The names and mailing address of each of the initial members of the Board of Directors are:

ELANA DAHAMAN

**1881 NW 105TH AVE.
PLANTATION, Florida 33322**

SCOTT R. COHEN

**2400 NW 118TH TERRACE
CORAL SPRINGS, FLORIDA 33065**

ARTICLE IX: INCORPORATOR

The name of the incorporator is Arie Mrejen, P.A., 8360 West Oakland Park Blvd., Suite 307, Sunrise, Florida 33351.

ARTICLE X: AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles Of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

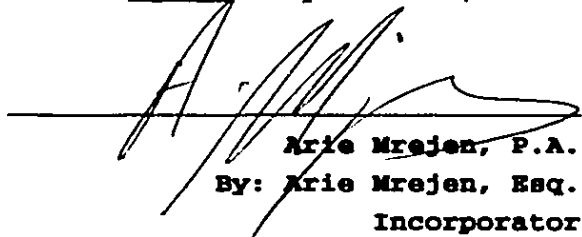
ARTICLE XI: INDEMNIFICATION

The corporation shall indemnify each officer and director to the fullest extent permitted by law.

ARTICLE XII: BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in and is hereby reserved to the shareholders. Bylaws shall be adopted, altered, amended or repealed as provided therein.

In WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 12th day of JUNE, 1995.


Arie Mrejen, P.A.
By: Arie Mrejen, Esq.
Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT**

Pursuant to the provisions of section 607.0501 of the Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida:

1. The name of the corporation is **LIL' LITTLE, CO.**
2. The name and address of the registered agent is **ARIE MREJEN, P.A. 8360 West Oakland Park Blvd., SUITE 307, Sunrise, FLORIDA 33351**

HAVING BEEN NAMED REGISTERED AGENT 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 TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH 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.


ARIE MREJEN, P.A.
BY: ARIE MREJEN, ESQ.,

REGISTERED AGENT

JUNE 12TH, 1995

FILED
JUN 13 1995