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6/26/95

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FROM: AOR INDUSTRIES, INC.

DEPARTMENT OF STATE

54 NW 11TH ST

STATE OF FLORIDA

409 EAST GAINES STREET

MIAMI FL 33136-2890311-

TALLAHASSEE, FL 32399

CONTACT: LYNN FRIEDMAN

FAX: (904) 922-4000

PHONE: (305) 358-2571

FAX: (305) 358-7832

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: MICHAEL A. MORRIS, III.

FAX AUDIT NUMBER: H95000007059

CURRENT STATUS: REQUESTED

DATE REQUESTED: 06/26/1995

TIME REQUESTED: 12:28:44

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FLORIDA DIVISION OF CORPORATIONS

95 JUN 26 PM 2:05

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P.07

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06-26-1995 11:24

195-07059

**ARTICLES OF INCORPORATION
OF
MICHAEL A. MORRIS, P.A.**

ARTICLE I NAME

The name of this corporation is:

MICHAEL A. MORRIS, P.A.

ARTICLE II BEGINNING OF CORPORATE EXISTENCE AND DURATION

The existence of this corporation shall commence on the date of filing of these Articles of Incorporation with the Florida Secretary of State and shall continue perpetually unless dissolved pursuant to Florida law.

ARTICLE III PURPOSE

This corporation is organized for the sole and specific purpose of rendering professional legal services; nevertheless it shall be authorized to transact any and all lawful business as provided by Florida Statutes, Chapter 621, Professional Service Corporation Act, as it exists on the date hereof or as it may hereafter be amended.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue one thousand (1000) shares of One (\$1.00) Dollar Par Value Voting Common Stock.

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial Registered Agent of this corporation at such address are as follows:

**MICHAEL A. MORRIS
1450 South Bayshore Drive
#804
Miami, Florida 33131**

195-07059
ACE INDUSTRIES, INC.
54 NW 11th Street
Miami, FL 33136
305-358-7832

95-07059

ARTICLE VI INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) initial director. 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 (1). The name and address of the initial director is as follows:

MICHAEL A. MORRIS
1450 South Bayshore Drive
804
Miami, Florida 33131

ARTICLE VII INCORPORATOR

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

MARSHA L. SINGER
2665 South Bayshore Dr.
Suite 404
Coconut Grove, Fl. 33133

ARTICLE VIII INDEMNIFICATION

The corporation shall indemnify all officers and directors, and former officers and directors, to the full extent permitted by law as the law now exists or may be amended hereafter.


ARTICLE IX MAILING ADDRESS OF CORPORATION

The principal office and mailing address of the corporation is as follows:

1450 South Bayshore Drive
#804
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23rd of June, 1995.

INCORPORATOR


MARSHA L. SINGER, ESQ.
OSIASON & SINGER, P.A.
2665 South Bayshore Drive
Suite 404
Coconut Grove, FL 33133

95-07059

495-07059

REGISTERED AGENT

The undersigned hereby accepts its appointment as Registered Agent of the Corporation as set forth in the foregoing Articles of Incorporation.


MICHAEL A. MORRIS

w:\client\morris\art\ganga.doc

RECEIVED
JAN 11 1995
FBI - NEW YORK

495-07059

P95000049768

LAW OFFICES
OSIASON & SINGER, P.A.
GRAND BAY PLAZA, SUITE 404
2865 SOUTH BAYSHORE DRIVE
COCONUT GROVE, FLORIDA 33133

LEE J. OSIASON
LL.M. TAXATION
BOARD CERTIFIED IN TAXATION

MARSHA LYNNE SINGER
LL.M. REAL PROPERTY
LAND DEVELOPMENT AND
FINANCE LAW

TELEPHONE
(305) 854-6888

FAX
(305) 854-0226

May 17, 1996

Secretary of State
Corporate Division
409 East Gaines Street
P.O. Box 6327
Tallahassee, Florida 32314

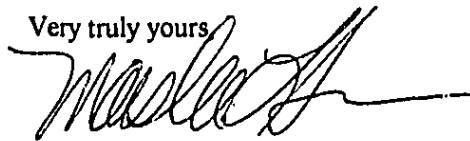
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*****35.00 *****35.00

RE: Michael A. Morris, P.A..

Dear Sir/Madam:

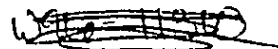
Enclosed please find for filing original and one copy of Articles of Amendment to Article of Incorporation of Michael A. Morris, P.A. together with the filing fee check in the amount of \$35.00. Please file stamp and return the enclosed copy of the Amendment in the self-addressed, stamped envelope provided. Thank you.

Very truly yours



Marsha L. Singer

MLS/mp
Enc.
w/c/morris/sec1r1.doc



Amend
JNC

FILED
96 JUN -7 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 29, 1996

Marsha L. Singer
Oslason & Singer, P.A.
2665 S. Bayshore Dr., Suite 404
Coconut Grove, FL 33133

SUBJECT: MICHAEL A. MORRIS, P.A.
Ref. Number: P95000049768

We have received your document for MICHAEL A. MORRIS, P.A. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 496A00026685

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MICHAEL A. MORRIS, P.A.**

**FILED
96 JUN -7 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The articles of incorporation of MICHAEL A. MORRIS, P.A. were amended by the proposal of the corporation's board of directors on April 30, 1996, which proposal was approved by the shareholders. The corporation is filing these articles of amendment to articles of incorporation pursuant to F.S. 607.1003.

1. Article I of the articles of incorporation is amended to read as follows:

ARTICLE I: NAME

The name of the corporation will be: ONCE UPON A LIFETIME, INC.

2. Article III of the articles of incorporation is hereby amended so that Article III shall henceforth be as follows:

ARTICLE III: PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business allowed under the laws of the State of Florida and the United States.

3. Article V of the articles of incorporation is amended to be as follows:

ARTICLE V: REGISTERED OFFICE & AGENT

The street address of the registered office of this corporation and the name of the Registered Agent of this corporation at such address are as follows:

Alfredo Cruz
18521 S.W. 127th Court
Miami, Florida 33177

4. Article VI of the articles of incorporation is amended as follows:

ARTICLE VI: BOARD OF DIRECTORS

The number of directors may be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the directors of the corporation are as follows:

Alfredo Cruz
18521 S.W. 127th Court
Miami, Florida 33177

Ralph J. Morris
3870 Baisden Road
Pensacola, Florida 32503.

5. Article IX of the articles of incorporation is amended as follows:

ARTICLE IX: MAILING ADDRESS OF CORPORATION

The principal office and mailing address of the corporation is as follows:

18521 S.W. 127th Court
Miami, Florida 33177

The foregoing amendment to the articles of incorporation was duly adopted by all of the Directors and all of the Class A Common Stockholders of the corporation in the manner prescribed by Section 607.1003 of the Florida General Corporation Act. There are no other voting groups of shareholders entitled to separately vote on the Amendments.


In witness whereof, the undersigned president of this corporation has executed these articles of amendment on May 17, 1996.

MICHAEL A. MORRIS, P.A.

BY: 
Michael A. Morris, President

REGISTERED AGENT

The undersigned hereby accept its appointment as Registered Agent of the Corporation as set forth in the foregoing Articles of Amendment to Articles of Incorporation.


ALFREDO CRUZ