

P95000053888

7/11/95 FLORIDA DIVISION OF CORPORATIONS 12:54 AM

(((H95000007664))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: SCHARLIN, TANZETTA, COHEN, COBB & ER
DEPARTMENT OF STATE 1399 SW FIRST AVE
STATE OF FLORIDA UNITED NATIONAL BANK BLDG
409 EAST GAINES STREET MIAMI FL 33130-
TALLAHASSEE, FL 32399 CONTACT: ~~CONNIE~~ CONTRATA CARLA SANTIS
FAX: (904) 922-4000 PHONE: (305) 358-4222 x1111
FAX: (305) ~~358-0602~~ 358-0638

(((H95000007664))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: LE JEUNE HOLDINGS, INC.
FAX AUDIT NUMBER: H95000007664 CURRENT STATUS: REQUESTED
DATE REQUESTED: 07/11/1995 TIME REQUESTED: 12:54:48
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 1
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ESTIMATED CHARGE: \$131.25 ACCOUNT NUMBER: 075444001523

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(((H95000007664)))
** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:
Alt-Z FOR HELP VT102 * FDX * 9600 E71 * LOG CLOSED * PRINT OFF *

Handwritten notes:
7/13 - [unclear]
Rec'd
[unclear]

FILED
95 JUL 13 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 JUL 11 11 00 26
DELETED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 11, 1995

SCHARLIN, LANZETTA, COHEN COBB
X CARRIE SANTIS
MIAMI, FL.

SUBJECT: LE JEUNE HOLDINGS, INC.
REF: W95000013912

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

The FAX audit number must be on the top and bottom of each page of the document.

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) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: W95000007664
Letter Number: 995A00033313

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

ARTICLES OF INCORPORATION
OF
LE JEUNE HOLDINGS, INC.

The undersigned hereby subscribes to these Articles of Incorporation for the purpose of forming a corporation pursuant to the Florida General Corporation Act, Florida Statutes, Chapter 607.

FILED
95 JUL 13 09 AM '95
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this corporation shall be as set forth above.

ARTICLE II

GENERAL NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Five Thousand (5,000) shares of common stock having a par value of One (\$1.00) Dollar per share.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

THIS INSTRUMENT PREPARED BY:
LEWIS R. COHEN, ESQUIRE
SCHARLIN LANZETTA COHEN ET AL.
1399 S.W. FIRST AVENUE, SUITE 400
MIAMI, FLORIDA 33130 (305)358-4222
FL BAR NO. 283592

Fax Aud. #H95000007664

ARTICLE IV
TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V
REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

LEWIS R. COHEN
1399 S.W. First Avenue, Suite 400
Miami, Florida 33130

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII

INITIAL DIRECTORS

The name of the initial director of this Corporation and his street address is:

LEWIS R. COHEN
1399 S.W. First Avenue, Suite 400
Miami, Florida 33130

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

Fax Aud. #H95000007664

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ARTICLE VIII
PRINCIPAL OFFICE

The principal office of the corporation is as follows:

1399 S.W. First Avenue, Suite 400
Miami, Florida 33130

ARTICLE IX
INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

LEWIS R. COHEN
1399 S.W. First Avenue, Suite 400
Miami, Florida 33130

ARTICLE X
CONFLICT OF INTEREST

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this Corporation may be the other individual or individuals contracting with this Corporation.

ARTICLE XI
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all

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of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

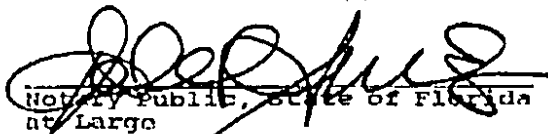
IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the 11 day of July.



Lewis R. Cohen

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Lewis R. Cohen, to me known to be the person described in or who has produced _____ as identification and who executed the foregoing instrument and who acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have herunto set my hand and affixed my official seal at Miami, Dade, County, Florida this 11 day of July, 1995.

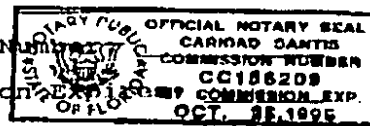

Notary Public, State of Florida
at Large

Print Name:

Commission Number

My Commission Expires

Seal



Fax Aud. #H95000007664

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to the provisions of Section 607.0901, Florida Statutes, the following is submitted, in compliance with said Statutes:

That LE JEUNE HOLDINGS, INC., desiring to organize under the laws of the State of Florida, with its registered office at: 1399 S.W. First Avenue, Miami, Florida 33130, has named Lewis R. Cohen, located at 1399 S.W. First Avenue, Miami, Florida 33130, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as registered agent and 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 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.



Lewis R. Cohen

FILED
95 JUL 13 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Fax Aud. #H95000007664

P95000053888

Scharlin, Lanzetta + Cohen
(Requestor's Name)
1399 SW 13th Ave., 4th FL.
(Address)
Miami FL 33130
(City, State, Zip) (Phone #)

OFFICE USE ONLY

400001565644
-08/22/95--01024--020
*****35.00 *****35.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- _____
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG 21 AM 11:01
JH 8/23

Examiner's Initials

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
LE JEUNE HOLDINGS, INC., a Florida corporation**

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Article VII (Initial Directors) shall be amended to reflect PAUL FRAYND, as the new President and Director and LINDA STEIN FRAYND as Vice President and Secretary.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows: n/a

THIRD: The date of each amendment's adoption: July 14, 1995.

FOURTH: Adoption of Amendment(s) (Check One)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ (voting group)."

The amendment was adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 14th of July, 1995.

Signature: _____

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

PAUL FRAYND

Typed or printed name

PRESIDENT / DIRECTOR

SECRETARY OF STATE
DIVISION OF CORPORATIONS
15 AUG 11 AM '95

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

PROFIT CORPORATION ANNUAL REPORT 1996



FLORIDA DEPARTMENT OF STATE DIVISION OF CORPORATIONS

DOCUMENT # P95000053888 (0)

LE JEUNE HOLDINGS, INC.

FILED 96 NOV 19 AM 9:36

SECRETARY OF STATE TALLAHASSEE, FLORIDA



REINSTATEMENT *96*

Principal Office of Business

1399 S.W. FIRST AVE SUITE 400 MIAMI FL 33130

Mailing Address

1399 S.W. FIRST AVE SUITE 400 MIAMI FL 33130

2. Principal Office of Business

21. State of Incorporation

22. City, State

23. Zip

2a. Mailing Address

2a. State of Incorporation

2a. City, State

2a. Zip

2a. Country

3. Date of Incorporation or Qualified 07/13/1995

3a. Date of Last Report

4. FEI Number

65-0601089

Applied for Not Applicable

5. Certificate of Status Desired

\$8.75 Additional Fee Required

6. Director Compensation (Include Dividend Contributions)

\$5.00 May Be Added to Fees

8. This corporation has liability for intangible tax under s. 190.032, Florida Statutes.

10. Name and Address of New Registered Agent

9. Name and Address of Current Registered Agent

COHEN, LEWIS R 1399 S.W. FIRST AVE. SUITE 400 MIAMI FL 33130

LINDA STEIN 204 South Island Golden Beach, FL 33160

81. Name

82. Street Address (P.O. Box Number is Not Acceptable)

83. City

84. State

FL

85. Zip Code

11. Pursuant to the provisions of Sections 607.0102 and 607.1601, Florida Statutes, the above named corporation submits this statement for the purpose of changing its registered office or registered agent as set forth in this form of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with and understand the provisions of Section 607.0104, Florida Statutes.

12. OFFICERS AND DIRECTORS

12.1 NAME

PD FRAYND, PAUL 1399 S.W. FIRST AVE., SUITE 400 MIAMI FL 33130

DELETE

12.2 STREET ADDRESS

12.3 CITY, ST, ZIP

LINDA STEIN 204 South Island Golden Beach, FL 33160

DELETE

12.4 TITLE

12.5 NAME

FRAYND, LINDA STEIN 1399 S.W. FIRST AVE., SUITE 400 MIAMI FL 33130

DELETE

12.6 STREET ADDRESS

12.7 CITY, ST, ZIP

204 South Island Golden Beach, FL 33160

DELETE

12.8 TITLE

12.9 NAME

12.10 STREET ADDRESS

12.11 CITY, ST, ZIP

DELETE

12.12 TITLE

12.13 NAME

12.14 STREET ADDRESS

12.15 CITY, ST, ZIP

DELETE

13. ADDITIONAL CHANGES TO OFFICERS AND DIRECTORS

13.1 TITLE

13.2 NAME

13.3 STREET ADDRESS

13.4 CITY, ST, ZIP

13.5 TITLE

13.6 NAME

13.7 STREET ADDRESS

13.8 CITY, ST, ZIP

13.9 TITLE

13.10 NAME

13.11 STREET ADDRESS

13.12 CITY, ST, ZIP

13.13 TITLE

13.14 NAME

13.15 STREET ADDRESS

13.16 CITY, ST, ZIP

Change -11/22/96--01002--002 ***375.00

Change Addition

Change Addition

Change Addition

Change Addition

Change Addition

DB11-21-96

14. I hereby certify that the information furnished with this form is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information included on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath. That I am duly qualified to act as a registered agent for the corporation or the person or the person empowered to execute this report as required by Chapter 607, Florida Statutes, and that my name appears in Block 7 of Block 11 as required or on an attachment with an address.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Paul Fraynd VP Le Jeune Holdings, Inc.