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JUL 21 AM 9:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

July 19, 1995

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

500001543345  
-07/21/95--01060--019  
\*\*\*\*\*70.00 \*\*\*\*\*70.00


Re: Polo Group USA Holdings, Inc. (the "Company")

Ladies and Gentlemen:

Enclosed herewith please find two original sets of the Company's Articles of Incorporation along with our check in the amount of \$70.00.

Please file and return one set in the self-addressed envelope enclosed for your convenience. If you have any questions, please call.

Sincerely,



Louis R. Montello

Enclosures

ARTICLES OF INCORPORATION  
OF  
POLO GROUP USA HOLDINGS, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of the corporation is Polo Group USA Holdings, Inc. (hereinafter called the "Corporation").

ARTICLE II

Principal Office

The address of the principal office and the mailing address of the Corporation is 999 South Bayshore Drive, Suite 1505, Miami, Florida 33131.

ARTICLE III

Capital Stock

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1000	\$.01	Common

ARTICLE IV

Special Meeting

The Corporation shall hold a special meeting of shareholders only:

(1) On call of the board of directors or persons authorized to do so by the Corporation's bylaws; or

(2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

## ARTICLE V

### Initial Registered Office

The street address of the Corporation's initial registered office in the State of Florida is 701 Brickell Avenue, Suite 1200, Miami, Florida 33131, City of Miami, County of Dade, and the name of its initial registered agent at such office is Louis R. Montello.

## ARTICLE VI

### Board of Directors

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is one, and the name and address of the member of the initial Board of Directors, who is to serve as the Corporation's director until his successor is duly elected and qualified is:

Jonathan Politano  
999 South Bayshore Drive  
Suite 1505  
Miami, Florida 33131

## ARTICLE VII

### Incorporator

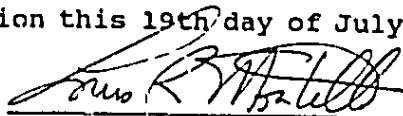
The name of the Incorporator is Louis R. Montello and the address of the Incorporator is 701 Brickell Avenue, Suite 1200, Miami, Florida 33131.

## ARTICLE VIII

### Indemnification

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

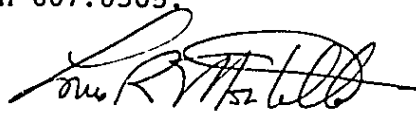
IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 19th day of July, 1995.



Louis R. Montello,  
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of Polo Group USA Holdings, Inc., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.



Louis R. Montello,  
Registered Agent

July 19, 1995

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