

1201 HAYS STREET
MIAMI, FL 33130
904-222-9171
904-222-0101 FAX

800-342-8086



950058475

ACCOUNT NO. : 072100000032

REFERENCE : 649395 9325A

AUTHORIZATION :

Patricia P. Pitt

COST LIMIT : 9 70.00

ORDER DATE : July 27, 1995

ORDER TIME : 2:36 PM

300001548213

ORDER NO. : 649395

CUSTOMER NO: 9325A

CUSTOMER: Richard Ross, Esq
RICHARD S. ROSS, ESQ

Senator Building
13899 Biscayne Boulevard
North Miami Bee, FL 33181

DOMESTIC FILING

NAME: TULIPS OF BAL HARBOUR, INC.

FILED
95 JUL 27 PM 12:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: Gail L. Shelby

EXAMINER'S INITIALS:

T. BROWN JUL 28 1995

ARTICLES OF INCORPORATION
OF
TULIPS OF BAL HARBOUR, INC.

FILED
95 JUL 27 PM 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

TULIPS OF BAL HARBOUR, INC.

The address of the principal office of this corporation shall be C/O Saks Fifth Avenue, 3rd Floor, 9700 Collins Avenue, Bal Harbour, Florida 33154, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

David Migicovsky	C/O 9700 Collins Avenue, 3rd Floor
Dir./Pres.	Bal Harbour, Florida 33154

ARTICLE VII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VIII. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code.

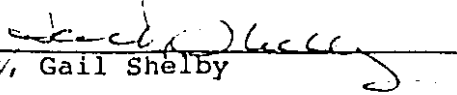
ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on July 27, 1995.


CORPORATION SERVICE COMPANY

By: 
Its Agent, Gail Shelby

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: 
Its Agent, Gail Shelby

GLS/gls

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

P 95000058475



ACCOUNT NO. : 072100000032

REFERENCE : 707420 9325A

AUTHORIZATION : *[Signature]*

COST LIMIT : \$ 35.00

FILED
95 OCT 16 AM 8:54
SECRET
TALLAHASSEE, FL

ORDER DATE : October 12, 1995

ORDER TIME : 11:55 AM

ORDER NO. : 707420

CUSTOMER NO: 9325A

600001611256

CUSTOMER: Richard Ross, Esq
Richard S. Ross, Esq
Senator Building
13899 Biscayne Boulevard
North Miami Bea, FL 33181

DOMESTIC AMENDMENT FILING

NAME: TULIPS OF BAL HARBOUR, INC.

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

NC
[Signature]
10-16

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

FILED
95 OCT 16 PM 8:54
STATE

ARTICLE I of the Articles of Incorporation of
TULIPS OF BAL HARBOUR, INC. shall be amended to read as
follows:

ARTICLE I. NAME

The name of the corporation shall be:

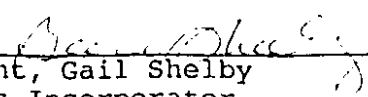
PETALS OF BAL HARBOUR, INC.

All other paragraphs and articles of the Articles of
Incorporation shall remain unchanged.

The foregoing amendment was adopted by the Incorporator
without shareholder action because shareholder action was not
required.

The foregoing amendment was adopted on the 13th day
of October, 1995.

Corporation Service Company



Its Agent, Gail Shelby
BY: Its Incorporator,