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408 EAST GAINES STREET MIAMI FL 33135-  
TALLAHASSEE, FL 32389 CONTACT: RAY STORMONT  
FAX: (904) 922-4000 PHONE: (305) 541-3604  
FAX: (305) 541-3770  
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: RENEE'S U.S.A., INC.  
FAX AUDIT NUMBER: H95000008430 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 07/31/1995 TIME REQUESTED: 16:48:59  
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: C  
NUMBER OF PAGES: 6 METHOD OF DELIVERY: FAX  
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TALLAHASSEE, FLORIDA  
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expressly declared and provided that the Corporation, to carry on its business, or for the purpose of accomplishing any of the objects hereinabove mentioned, shall have the power to make and perform contracts of any kind and description, to do any and all other acts and things, and to exercise any and all other powers, either as principal, agent or broker, conferred by the laws of the State of Florida upon corporations formed under the laws of said State, and which now or hereafter may be authorized by law.

III.

**SHARES:**

The authorized capital stock of this Corporation shall consist of 1,000 shares of common stock, at \$1.00 par value per share.

IV.

**EXISTENCE:**

The corporation shall have perpetual existence.

V.

**PRINCIPAL OFFICE AND REGISTERED AGENT:**

The street address of the Corporation's initial principal office is : 9200 S. Dadeland Blvd., Suite 412, Miami, FL. 33156.

The initial registered agent for the Corporation is Linda M. Kaplan, Esq

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## VI.

### DIRECTORS:

The Corporation shall have not less than one Director, as provided by the By-Laws. Directors shall hold office for one year, or until their successors have been duly elected and qualified. The initial director is:

(name)	(address)
Ian Schembri Sant	10295 Collins Ave., Apt. #1105 Bal Harbor, FL 33154
Nathalie G. Pain	10295 Collins Ave., Apt. #1105 Bal Harbor, FL 33154

## VII.

### INCORPORATOR:

The name and address of the initial incorporator of the Corporation is as follows:

(name)	(address)
Linda M. Kaplan	9200 S. Dadeland Blvd., Suite 412 Miami, FL 33156

## VIII.

### GENERAL PROVISIONS:

(a) The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

(b) Subject to the provisions and conditions of this Article, the Corporation shall have full power and lawful authority to accept property, labor and services in payment for

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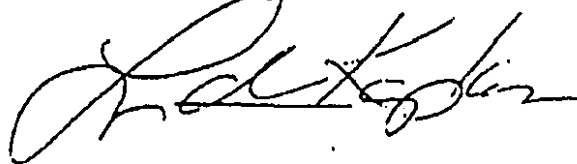
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shares of its Capital stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.

(c) A director of the Corporation may transact business, borrow, lend, or otherwise deal or contract with the Corporation to the full extent and subject only to limitations and provisions of the laws of the State of Florida and the laws of the United States.

(d) The Corporation shall indemnify each director and officer of the Corporation against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer or director of the Corporation (whether or not he continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States.

SUBSCRIBED at Miami, Florida, this 31 day of July, 1995.



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# ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated Corporation at the place designated within the Certificate, the undersigned hereby accepts to act in this capacity and agrees to comply with the provisions of Chapter 46.091, Florida Statutes.



Linda M. Kaplan, Esq.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Linda M. Kaplan, P.A.  
Attorney at Law

9200 South Dadeland Blvd., Suite 412  
Miami, FL 33156  
Telephone: (305) 670-1700  
Telex: 51070

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August 10, 1995

Florida Department of State  
Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

RE: ARTICLES OF AMENDMENT

810000155808  
-08/15/95--01022--001  
++++\$5.00 +++++\$5.00

Gentlemen:

Enclosed herewith are two (2) executed copies of Articles of Amendment of RENEE'S U.S.A., INC., together with our check for \$35.00 covering the filing fee.

Should you have any questions, please contact me.

Yours sincerely,

  
Linda M. Kaplan, Esq.

Encls.  
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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 17, 1995

LINDA M. KAPLAN, P.A.  
9200 SOUTH DADELAND BLVD.  
SUITE 412  
MIAMI, FL 33156

SUBJECT: RENEES U.S.A., INC.  
Ref. Number: P95000059115

We have received your document for RENEES U.S.A., INC. 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 amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

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) 487-6916.

Carol Mustain  
Corporate Specialist

Letter Number: 795A00038670



**ARTICLES OF AMENDMENT  
OF  
RENEES U.S.A., INC.**

Pursuant to Section 607.1001, Florida Statutes, the Articles of Incorporation of the above-named corporation are amended as follows:

1. Article I is amended to read as follows:

**ARTICLE I**

**The name of this corporation is**

**RENNES U.S.A., INC.**

2. The foregoing amendment was adopted by the Incorporator pursuant to Section 607.1002, Florida Statutes, without action by the Shareholders

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles of Amendment on August 10, 1995.

  
LINDA M. KAPLAN  
Incorporator

STATE OF FLORIDA       )  
COUNTY OF DADE       )

**The foregoing instrument** was acknowledged before me on this 10th day of August, 1995, before me by Linda M. Kaplan, as Incorporator, of the above Florida corporation, on behalf of the corporation.

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TALLAHASSEE, FLORIDA

WITNESSETH MY HAND and seal this 10th day of August, 1995..

My Commission expires.

*John Joseph Delacruz*  
Notary Public, State of Florida

OFFICIAL NOTARY SEAL  
JOHN JOSEPH DELACRUZ  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC437519  
COMMISSION EXP. FEB. 6, 1999