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HELLER AND BARNETT

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FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM
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TO: DIVISION OF CORPORATIONS FROM: HELLER & BARNETT CORPORATE SERVICES

DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

1133 S UNIVERSITY DR
SUITE 202
PLANTATION FL 33024-
CONTACT: BRIAN K BARNETT
PHONE: (305) 475-8484
FAX: (305) 475-1125

((H95000010012)))
OR P.A.

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

NAME: OCCASIONS, INC.
FAX AUDIT NUMBER: H95000010012
DATE REQUESTED: 09/08/1995
CERTIFIED COPIES: 0
NUMBER OF PAGES: 4
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55 SEP 11 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2-11-95
11
30 SEP 11 AM 8:05

H95000010012

ARTICLES OF INCORPORATION
OF

Occasions, Inc.,

a Florida corporation

The undersigned, acting as incorporator of Occasions, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of this Florida corporation is:

Occasions, Inc.

ARTICLE II. ADDRESS

The corporation's mailing address is:

315 N.W. 111TH Street
Miami Shores, Florida 33168

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
SEP 11 PM 1:15

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation shall begin effective September 8th, 1995.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

Heller & Barnett Incorporations, Co.
1133 S. University Suite #202
Plantation, Florida 33324
(305) 475 8484

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ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$.001 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1133 S. University Suite 202 Plantation, Florida 33324 and the name of the corporation's initial registered agent at that address is Heller & Barnett Business Incorporations, Co.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name(s) of the initial director(s):

Name

Tony J. Harris
Paula Rahmings
Occasions, Inc.
315 N.W. 111TH ST
Miami Shores, Florida, 33168

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

Heller & Barnett Corporate Services
1133 S. University Suite 202
Plantation, Florida 33024

The incorporator of the corporation assigns to this corporation his/her rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he/she assigns to those persons designated by the board of directors any rights he/she may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

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(305) 475 8484

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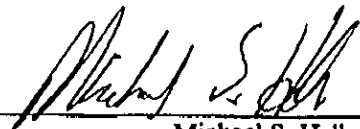
ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 8th day of September, 1995

Heller & Barnett Business Incorporations, Co.

By: _____



Michael S. Heller

Heller & Barnett Incorporations, Co.
1133 S. University Suite #202
Plantation, Florida 33324
(305) 475 8484

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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.**

9105000010012
SEP 11 11:13
HELLER & BARNETT
FLORIDA

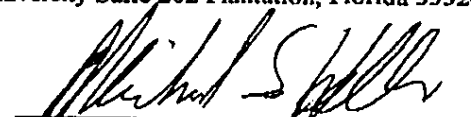
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That Occasions, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 1133 S. University Suite 202 Plantation, Florida 33324, has named Heller & Barnett Business Incorporations, Co., as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

Heller & Barnett Business Incorporations, Co.
1133 S. University Suite 202 Plantation, Florida 33324



By: Michael S. Heller, President
Date: September 8, 1995

Heller & Barnett Incorporations. Co.
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(305) 475 8484

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