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

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135-
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

(((H95000010120))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: ST. TROPEZ CORPORATION

FAX AUDIT NUMBER: H95000010120
DATE REQUESTED: 09/12/1995
CERTIFIED COPIES: 1
NUMBER OF PAGES: 0
ESTIMATED CHARGE: $122.50

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TIME REQUESTED: 11:32:26
CERTIFICATE OF STATUS: 0
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9-12-05

ARTICLES OF INCORPORATION
OF
ST. TROPEZ CORPORATION

ARTICLE I

NAME

The name of the Corporation is St. Tropez Corporation.

ARTICLE II

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State. The principal place of business of this corporation is: 520 Brickell Key Drive, Miami, Florida 33131.

ARTICLE III

PERMITTED ACTIVITY

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue shall be One Thousand (1,000) shares of voting common stock with $1.00 par value.

Prepared by:

STEPHEN A. FREEMAN
Fla. Bar No. 146795
Freeman, Newman & Butterman
520 Brickell Key Drive, O-305
Miami, Florida 33131

H95000010120

ARTICLE V

PREEMPTIVE RIGHTS DENIED

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchageable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is 520 Brickell Key Drive, Suite O-305, Miami, Florida 33131. The initial Registered Agent at that address is Stephen A. Freeman.

ARTICLE VII

DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The name and address of the first Director of the Board of Directors who shall serve until the first annual meeting of shareholders or until his successor is elected and qualified shall be:

Stephen A. Freeman

520 Brickell Key Drive
Suite O-305
Miami, Florida 33131

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ARTICLE VIII

INCORPORATOR

The name and address of the incorporator is: Stephen A. Freeman, 520 Brickell Key Drive, Suite O-305, Miami, Florida 33131.

ARTICLE IX

INDEMNIFICATION

Every person now or hereafter serving as director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim action, suite or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 11 day of September, 1995.

Stephen A. Freeman

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STATE OF FLORIDA)
)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared STEPHEN A. FREEMAN, personally known to me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me according to law, that he made and subscribed the same for the purpose therein mentioned and set forth.

WITNESS my hand and official seal in the County and State named above this 11 day of September, 1995.

Notary Public, State of Florida

My Commission Expires:

OFFICIAL NOTARY SEAL
H ARRTONDO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC47687
MY COMMISSION EXP. JULY 26,19

Stephen A. Freeman, Registered Agent

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: St. Tropez Corporation.

2. The name and address of the Registered agent and office is: Stephen A. Freeman, 520 Brickell Key Drive, Suite O-305, Miami, Florida 33131.

Signature: Stephen A. Freeman

Title: Assistant Secretary

Date: September 11, 1995

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 agreed 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.

Signature: Stephen A. Freeman

Date: September 11, 1995

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

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135- - 0
CONTACT: RAY STORMONT
PHONE: (305) 641-3694
FAX: (305) 641-3770

(((H96000001308))) DOCUMENT TYPE: BASIC AMENDMENT

NAME: ST. TROPEZ CORPORATION

FAX AUDIT NUMBER: H96000001308
DATE REQUESTED: 01/26/1996
CERTIFIED COPIES: 0
NUMBER OF PAGES: 3
ESTIMATED CHARGE: $35.00

CURRENT STATUS: REQUESTED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION OF ST. TROPEZ CORPORATION

The undersigned, sole Director, of St. Tropez Corporation, a Corporation organized under the laws of the State of Florida certifies that:

1. Amendment adopted: Article I - Name - The name of the Corporation is amended to 3F Holdings, Inc.

2. The effective date of the above amendment is Tuesday, January 24, 1996.

3. The undersigned is the sole director of the Corporation. There are no stockholders of the Corporation.

The amendment has been effected pursuant to the Laws of the State of Florida Statutes 607.1005 and 607.1006 and upon a proper corporate resolution authorizing the execution and filing of a certificate of amendment.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 24th day of January, 1996.

Stephen A. Freeman, Director

SWORN TO AND SUBSCRIBED before me this 24th day of January, 1996 by Stephen A. Freeman, the Director of the Corporation above described, personally known to me, and who took an oath.

Notary Public

My Commission Expires:

OFFICIAL NOTARY SEAL
H ARISTONDO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC476877
MY COMMISSION EXP. JULY 28,1999

H96000001308

Prepared By:
Stephen Freeman
520 Brickell Key Drive #305
Miami, Fl 33131
305 374-3800
Fl Bar #146795

H96000001308

CONSENT ACTION OF THE DIRECTOR
OF ST. TROPEZ CORPORATION

The undersigned, being the sole Director of St. Tropez Corporation, a co. oration incorporated and operating under the laws of the State of Florida (the "Corporation"), hereby consents to the adoption of the following resolution, this instrument to have the same force and effect as if the actions herein referred to had been taken at a timely called and duly held meeting of the Board of Directors, and direct that this written consent to such actions be filed wi the minutes of the proceedings of the Board of Directors of the Corporation:

RESOLVED, that effective as of the date hereof the articles of the Corporation be amended to reflect Article I thereof, to read as follows: "The name of the Corporation shall be 3F Holdings, INC."

Dated: This 24th day of January, 1996.

Stephen A. Freeman, Director

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