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September 11, 1995

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*****70.00 *****70.00

LAW OFFICES

**STEINBERG, SLEWETT
& YAFFE, P.A.**

787 ARTHUR GODFREY ROAD
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PAUL B. STEINBERG (FLA. & D.C.)
ROBERT D. SLEWETT (FLA.)
ROBERT H. YAFFE (FLA.)
MORRIS L. STEINBERG (N.Y.)

* PLEASE REPLY TO OUR
MIAMI BEACH OFFICE

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: MATTY MOUSSE, INC.

Dear Sir/Madam:

Enclosed please find an original and copy of the Articles of Incorporation of Matty Mousse, Inc. I also enclose the filing fee of \$70.00 plus a return envelope for return of the file stamped copy of the Articles.

Thank you for your cooperation. Should you have any questions, please give me a call.

Very truly yours,

PAUL B. STEINBERG

PBS/pb
REv3/matty.ltr

Encls.

FILED
1995 SEP 12 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED SEP 15 1995

NEW YORK OFFICE
574 FIFTH AVENUE
2ND FLOOR
NEW YORK, N.Y. 10036
(212) 391-2080

ARTICLES OF INCORPORATION
OF
MATTY MOUSSE, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I.
Name

The name of the corporation shall be:

MATTY MOUSSE, INC.

ARTICLE II.
Nature of Business

This corporation may engage or transact in any or all lawful activities or businesses 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 500 shares of common stock having \$1.00 par value. The corporation will begin business with Five Hundred (\$500.00) Dollars in capital. The proceeds of stock subscribed for will be at least as much as the amount necessary to begin business.

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1995 SEP 12 PM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE IV.
Principal Place of Business**

The street address of the initial principal place of business of the corporation shall be Matthew Litz, 810 11th Street, #101, Miami Beach, Florida 33139, or such other location as the Board of Directors may designate.

**ARTICLE V.
Term of Existence**

This corporation shall exist perpetually.

**ARTICLE VI.
Initial Board of Directors**

This corporation shall have one director initially. 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 and address of the initial director of this corporation is: Matthew Litz, 810 11th Street, #101, Miami Beach, Florida 33139.

**ARTICLE VII.
Subscriber**

The name and street address of the subscriber of this corporation is: Matthew Litz, 810 11th Street, #101, Miami Beach, Florida 33139.

**ARTICLE VIII.
Registered Office and Registered Agent**

The street address of the initial registered office of this corporation is 767 Arthur Godfrey Road, Miami Beach, FL 33140, and the name of the initial registered agent of this corporation at that address is PAUL B. STEINBERG.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Miami Beach, Dade

County, Florida, for the uses and purposes aforesaid, this
day of September, 1995.

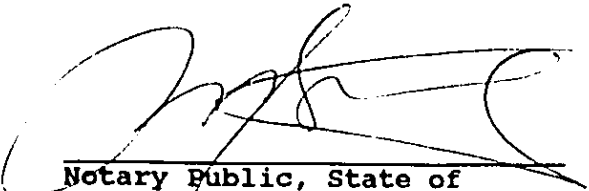

MATTHEW LITZ

FILED
SEP 12 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared
MATTHEW LITZ, known to me to be the person who executed the
foregoing Articles of Incorporation, and he acknowledged before me
that he executed said instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official
seal in the County and State aforesaid this 8th day of September,
1995.


Notary Public, State of
Florida

My Commission Expires:



PAUL B STEINBERG
My Commission CC327487
Expires Nov. 21, 1997
Bonded by FWA
800-422-1555

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the foregoing appointment
as registered agent for MATTY MOUSSE, INC. and agrees to comply
with the provisions of these Articles and the applicable Florida
Statutes.


PAUL B. STEINBERG