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GELBER/APPEL

AND COMPANY
CERTIFIED PUBLIC ACCOUNTANTS

Alan F. Appel, CPA
Ronald S. Gelber, CPA
Darlene A. Rogers, CPA

EFFECTIVE DATE
1-1-96

PLEASE FILE THE ENCLOSED ARTICLES OF INCORPORATION
AND RETURN TO THE MIAMI ADDRESS LISTED BELOW (OR
IN THE ENCLOSED RETURN ENVELOPE).

THANK YOU FOR YOUR ATTENTION TO THIS MATTER.

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W95-24594

Dmc
12-19-95

308, 109, 671

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 DEC 26 PM 12:39

FILED

B. REGISTER JAN 3 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 19, 1995

GELBER/APPEL & COMPANY, CPA
285 N.W. 199TH STREET
SUITE 204
MIAMI, FL 33169

SUBJECT: SUSAN FRIED, INC.
Ref. Number: W95000024594

We have received your document for SUSAN FRIED, INC. and check(s) totaling \$122.50. However, your check(s) and document are being returned for the following:

Please sign and return your check, along with a copy of this letter to ensure your check is properly credited.

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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 595A00054582

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
1-1-96

ARTICLES OF INCORPORATION

OF

SUSAN FRIED, INC.

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name and initial address of this corporation shall be:

SUSAN FRIED, INC.
1875 N.E. 197TH TERRACE
NORTH MIAMI BEACH, FL 33179

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
100	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every stockholder of this corporation shall have the pro-emptive right to purchase his pro rata share thereof at the price which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

ARTICLE IV

This corporation shall commence its existence effective as of JANUARY 1, 1996, and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be at 1875 N.E. 197TH TERRACE, NORTH MIAMI BEACH, FL 33179, with offices and branches at other places within or without the State of Florida. The initial registered agent at that address shall be SUSAN FRIED.

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The name and address of the first director(s) of the corporation, who shall hold office for the first year or until his successor is duly elected and qualified shall be:

SUSAN FRIED
1875 NW 197TH TERRACE
NORTH MIAMI BEACH, FL 33179

The name and address of the Incorporator(s) is/are:

SUSAN FRIED
1875 NW 197TH TERRACE
NORTH MIAMI BEACH, FL 33179

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, of any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, we, the undersigned, being the Incorporators hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 13 day of DECEMBER, 1995.



SUSAN FRIED

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with the laws of Florida, the following is submitted:

First, that SUSAN FRIED, INC., desiring to organize under the laws of the State of Florida, has named SUSAN FRIED, County of DADE State of Florida, as its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law, relative to keeping the registered open, and I accept the obligations of Section 607.325 F.S.

SWORN TO AND SUBSCRIBED BEFORE ME
THIS 13 DAY OF DECEMBER, A.D. 1995
Helen S. Moran
NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES: _____

Susan Fried
REGISTERED AGENT

OFFICIAL NOTARY SEAL
HELEN S MORAN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC341713
MY COMMISSION EXP. JULY 22, 1998

DATED: this 13 day
of DECEMBER, 1995

FILED
95 DEC 26 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA