

SENT 1/10/96

1-10-96 12:16

GENERAL KASDIN

1/15

1/10/96 FLORIDA DIVISION OF CORPORATIONS 11:57 AM
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN,
DEPARTMENT OF STATE 1428 BRICKELL AVE
STATE OF FLORIDA 6TH FLOOR
409 EAST GAINES STREET MIAMI FL 33131-
TALLAHASSEE, FL 32399 CONTACT: BEVERLY O RIEDY
FAX: (904) 922-4000 PHONE: (305) 372-5000
FAX: (305) 372-0052
(((H96000000480))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: PILLOW TALKS, INC.
FAX AUDIT NUMBER: H96000000480 CURRENT STATUS: REQUESTED
DATE REQUESTED: 01/10/1996 TIME REQUESTED: 11:57:16
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 4 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 076030000723

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(((H96000000480)))
** ENTER 'M' FOR MENU. **

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55 JAN 10 PM 1:32

RECEIVED

FILED
JAN 10 1996
TALLAHASSEE, FLORIDA
SECRETARY OF STATE
11:57 AM

FA#: H96-480

**ARTICLES OF INCORPORATION OF
PILLOW TALES, INC.**

FILED
95 JAN 10 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of the Corporation is PILLOW TALES, INC.

**ARTICLE II
DURATION**

This Corporation shall commence its existence upon the filing of these Articles of Incorporation and shall continue perpetually thereafter.

**ARTICLE III
PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

**ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the corporation is: c/o JEFFREY BARNHILL, 3555 E. 11TH STREET, HIALEAH, FLORIDA 33102.

**ARTICLE V
CAPITAL STOCK**

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

Keith J. Blum, Esq.
GEIGER, KASDIN, HELLER, KUPERSTEIN,
CHAMES & WEIL, P.A.
1428 Brickell Avenue, 6th Floor
Miami, Florida 33131
Telephone: (305) 372-5000
Facsimile: (305) 372-0052
Florida Bar Number: 879185

FA#: H96-480

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Office of this Corporation is 1428 Brickell Avenue, 6th Floor, Miami, Florida 33131, and the name of the Initial Registered Agent of this Corporation at that address is KEITH J. BLUM, ESQ.

ARTICLE VII
INCORPORATOR

The name and address of the person signing these Articles is:

Name

Address

KEITH J. BLUM

1428 Brickell Avenue, 6th Floor
Miami, Florida 33131

ARTICLE VIII
POWERS

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE IX
AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

SENT BY:

1-10-90 : 12:19 :

GEIGER KASDIN -

12 4/ 5

FA#: H96-480

ARTICLE X
OFFICERS

The following shall be the officers of the Corporation:

President - JEFFREY BARNHILL

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 10th day of JANUARY, 1996.



KEITH J. BLUM

FA#: H96-480

SENT BY:

1-10-96 : 12:10 :

GEIGER KASDIN -

5/ 5

FA#: H96-480

**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

THAT PILLOW TALES, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE
LAWS OF THE STATE OF FLORIDA, HAS NAMED KEITH J. BLUM, ESQ., LOCATED AT 1428
BRICKELL AVENUE, 6TH FLOOR, MIAMI, DADE COUNTY, FLORIDA, 33131, ITS
REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.



KEITH J. BLUM

INCORPORATOR
TITLE

01/10/96

DATE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO
ACT IN THE CAPACITY OF REGISTERED AGENT, AND I FURTHER AGREE TO COMPLY WITH
THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.



ROBERT S. GEIGER, ESQ.

FILED
96 JAN 10 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FA#: H96-480

P9600000 3294

GEIGER, KASDIN, HELLER, KUPERSTEIN,
CHAMES & WEIL, P.A.
ATTORNEYS AT LAW

MIAMI OFFICE
1425 BRICKELL AVENUE, 6TH FLOOR
MIAMI, FLORIDA 33131
DADE (305) 372-5000
FACSIMILE (305) 372-0052

BROWARD OFFICE
3109 STIRLING ROAD, SUITE 101
FT. LAUDERDALE, FLORIDA 33312
(305) 981-7400
FACSIMILE (305) 989-8000

M.L. SANDLER, P.A.
OF COUNSEL

PLEASE REPLY TO MIAMI

January 31, 1996

Secretary of State
Division of Corporations
Attn: Amendment Section
409 East Gains Street
Tallahassee, Florida 32399

RE: **PILLOW TALES, INC.**
Document No.: P96000003294

Dear Sir/Madam:

Please be advised that on January 10, 1996, Pillow Tales, Inc. was filed with the Florida Department of State. It has been brought to our attention that the address listed on the Articles of Incorporation under Article IV is incorrect. The correct address is 3555 E. 11th Avenue, Hialeah, Florida 33015.

Please update your records accordingly.

If you have any questions or comments, please do not hesitate to contact me.

Sincerely yours,


ESTHER HELLWIG
Corporate Legal Assistant

cc: Keith J. Blum, Esq.

FILED
96 FEB - 8 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Updated
HFS

SENT BY:

P96000003294

10-29-96 10:29 AM

GEIGER KASDIN

10/1/2

10/29/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

10:29 AM

((H96000015202 0))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN, P.A.
CONTACT: BEVERLY O RIEDY
PHONE: (305)372-5000

ACCT#: 076030000723

FAX #: (305)372-0052

NAME: PILLOW TALES, INC.
AUDIT NUMBER.....H96000015202
DOC TYPE.....DISSOLUTION
CERT. OF STATUS..0
CERT. COPIES.....1

PAGES..... 1
DEL.METHOD.. FAX
EST.CHARGE.. \$87.50

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96 OCT 29 AM 11:21

DIVISION OF CORPORATIONS

SH 10/29
Diss.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 OCT 29 PM 1:53

FILED

FA#: H96-15202

**ARTICLES OF DISSOLUTION
OF
PILLOW TALES, INC.**

Pursuant to the provisions of Section 607.1403 of the Florida Statutes, these Articles of Dissolution provide that:

1. The name of the corporation is PILLOW TALES, INC. (hereinafter referred to as the "Corporation").
 2. The Board of Directors of the Corporation authorized the dissolution on OCTOBER 24, 1996 by resolution of the Board.
 3. The resolution was unanimously adopted by all of the Shareholders of the Corporation on OCTOBER 24, 1996 by written consent pursuant to Florida Statutes Section 607.0704, which consent was sufficient for approval of the dissolution.
 4. The Corporation elects to dissolve, effective as of OCTOBER 24, 1996.
- DATED this 24 day of OCTOBER, 1996.

PILLOW TALES, INC., a Florida corporation

By: _____

Jeffrey B. Smith, President

Keith J. Blum, Esq.
Geiger, Kasdin, Heller, Kuperstein
Chames & Weil, P.A.
1428 Brickell Avenue, 6th FL
Miami, FL 33131
Telephone: (305) 372-5000
Facsimile: (305) 372-0052
Florida Bar Number: 879185

FILED
96 OCT 29 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FA#: H96-15202

ESTHER\CORP\PTTL\LOW.A00