

The Finer Places Int'l., Inc.  
1487 Second Street, Suite A  
Sarasota, FL 34236  
USA

Phone: 941-362-7632  
Fax: 941-362-7774

P96000004015

January 9, 1996

Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Gentlemen:

Enclosed please find the Articles of Incorporation for The Finer Places Int'l. Inc.  
An additional copy is also enclosed for certification. Please mail that copy to:

Stanley Appel  
1487 Second Street, Suite A  
Sarasota, FL 34236

A check for \$122.50 is enclosed for this process.

Sincerely,

600001685856  
-01/10/96--01160--012  
\*\*\*\*122.50 \*\*\*\*122.50

Stanley Appel

File: LtrInc

gg 1/12/96

ARTICLES OF INCORPORATION  
OF  
THE FINER PLACES INT'L., INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JAN 10 AM 11:43

The undersigned, for the purpose of forming a corporation for profit under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I. NAME

The Name of the Corporation is The Finer Places Int'l, Inc. whose address is 1487 Second St., Suite A, Sarasota, Florida 34236.

ARTICLE II. DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III. PURPOSE

The purpose of the Corporation is to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV. CAPITAL STOCK

This Corporation is authorized to issue 1,000,000 shares of common stock with par value of \$1.00 per share. The Board of Directors may dispose of the authorized but unissued stock from time to time.

ARTICLE V. RESTRICTIONS ON TRANSFER

All of the issued and outstanding shares of this corporation shall be made subject to restriction on transferability by agreement among the holders of said shares. A copy of such agreement shall be kept in the file at the principal office of the corporation and shall be subject to inspection by stockholders of record and bona fide creditors of the corporation at reasonable times during business hours.

ARTICLE VI. REGISTERED AGENT AND OFFICE

The address of the Principal Office is 1487 Second Street, Suite A, Sarasota, Florida 34236. The registered office is 1487 Second Street, Suite A, Sarasota, Florida 34236. The name and address of the principal agent is Stanley Appel, 1487 Second Street, Suite A, Sarasota, Florida 34236.

ARTICLE VII. DIRECTORS

This Corporation shall have two directors initially. The number shall be fixed by the bylaws and may be changed from time to time. The name and address of each member of the first board of directors is: Stanley Appel, 8222 Regent Court, University Park, FL 34201, and Jessica Kearns, 258 Golden Gate Point, Sarasota, Florida 34236.

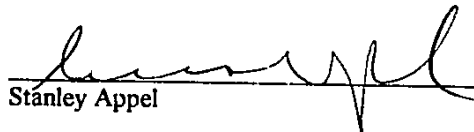
ARTICLE VIII. INCORPORATION

The name and street address of the incorporator is Stanley Appel, 8222 Regent Court, University Park, Florida 34201.

ARTICLE IX. COMMENCEMENT OF EXISTENCE

The Corporation shall be deemed to commence its existence on the date of filing.

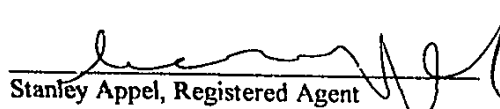
IN WITNESS WHEREOF, I have subscribed my name this 9th day of January, 1996.

  
Stanley Appel

ACCEPTANCE

Having been named as registered agent for The Finer Places Int'l, Inc. at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 9th day of January, 1996.

  
Stanley Appel, Registered Agent

96 JAN 10 AM 11:43

STATE OF STATE OF FLORIDA

COUNTY OF SARASOTA

On this 9th day of January 1996 before me, the undersigned, personally appeared, Stanley Appel, Registered Agent, known to me to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

WITNESS my hand and official seal in the County and State last aforesaid.

*Maisha Oldinski*  
Notary Public  
MAISHA OLDINSKI  
Notary Public, State of Florida  
My Comm. expires Aug. 17, 1999  
No. CC 409664  
Bonded Thru Official Notary, Seals  
1-(800) 723-0121