1201 HAYS STREET 800-342-8086 Таманавяць, FL 32301 904-222-9171 904-242-030 REFERENCE : 800458 7101100 AUTHORIZATION : COST LIMIT : **\$** 70.00 ORDER DATE : January 11, 1996 3:14 PM ORDER TIME : ORDER NO. a 800458 700001688987 CUSTOMER NO: 7101100 CUSTOMER: Ms. Betty Gill MS. BETTY GILL Penthouse 2 1515 South Flagler Drive West Palm Beach, FL 33404 DOMESTIC FILING -IVORY COAST INC. NAME: XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP PLEASE RETURN THE FOLLOWING AS PROOF OF FILING: CERTIFIED COPY

EXAMINER'S INITIALS:

T. BROWN JAN 1 7 1996

___ PLAIN STAMPED COFY

CONTACT PERSON: Cheryl A. Lewis

__ CERTIFICATE OF GOOD STANDING



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

January 16, 1996

Luse file date 301 STING. Presubrait

CSC NETWORKS

1201 HAYS STREET TALLAHASSEE, FL 32301

SUBJECT: IVORY COAST INC. Ref. Number: W96000001109

We have received your document for IVORY COAST INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please series to the end of places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any guestions about the availability of a particular name, please call (904) 488-9000.

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) 487-6932.

Teresa Brown Corporate Specialist

Letter Number: 596A00001882

96 JAN 17 PH 3: 31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

NEWEAR INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

NEWEAR INC.

The address of the principal office of this corporation shall be 1515 South Flagler Drive, Penthouse 2, West Palm Beach, Florida 33404, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business 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 1,500 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors are:

Betty Gill 1515 South Flagler Drive, Penthouse 2 West Palm Beach, Florida 33404

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

> Corporate Agents, Inc. 1201 Hays Street Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on January 12, 1996.

> Incorporator Its Agent, Gail Shelby

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Authorized Service Representative Corporation Service Company