

P96000010514

BERNSTEIN & SHAFER
PARTNERSHIP OF PROFESSIONAL CORPORATIONS
ATTORNEYS AT LAW

5171 BRIDGEWICK DRIVE SUITE 210
P.O. BOX 6051
LAWRENCEVILLE NJ 08848
609-917-8100
TELECOPIER
609-452-8358

GLADES TWIN PLAZA
2300 GLADES ROAD
WEST TOWER SUITE 400
BOCA RATON, FLORIDA 33431

407-362-0808
TELECOPIER
407-362-0801

1105 THIRD AVENUE
SIXTH FLOOR
NEW YORK NEW YORK 10022
212-693-2001
TELECOPIER
212-632-7221

EDWARD M. BERNSTEIN, P.C.
LEWIS R. SHAFER, P.A.

REPLY TO FLORIDA

January 29, 1996

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

700001701887
-01/30/96--01068--007
****122.50 ****122.50

Re: CRAZY LIZ'S, INC.

Dear Sir/Madam:

Enclosed please find an original and a copy of the Articles of Incorporation of CRAZY LIZ'S, INC.

In addition, enclosed please find this firm's check in the amount of \$122.50 which represents payment in full for the filing of the Articles of Incorporation and the certified copy.

Upon the filing of the same, please return to this office a certified copy in the enclosed self-addressed, overnight mail envelope.

Thank you for your courtesy and cooperation with regard to this matter. Should you have any questions regarding the foregoing, please do not hesitate to contact me.

Very truly yours,


LEWIS R. SHAFER

SN FEB - 2 1996

FILED
96 JAN 30 AM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CRAZY LIZ'S, INC.

FILED
96 JAN 30 AM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is CRAZY LIZ'S, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing immediately.

ARTICLE III - PURPOSE

The Corporation may engage in any and all lawful activities of business as permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL CORPORATE OFFICE

The initial address of this corporation is:

5347 Rosemarie Avenue South
Boynton Beach, Florida 33437

ARTICLE VI - INITIAL REGISTERED AGENT

The name and address of the registered agent of this Corporation is:

LEWIS R. SHAFER, P.A.
2300 Glades Road
West Tower - Suite 400
Boca Raton, Florida 33431

ARTICLE VII - BY-LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any Officer, Director, Incorporator or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - PREEMPTIVE RIGHTS

Every stockholder, eligible to be a shareholder of the Corporation, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

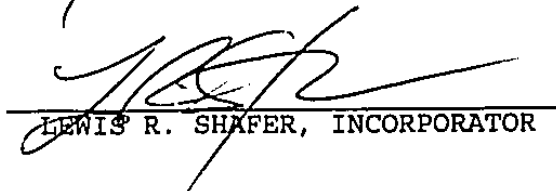
ARTICLE X - INCORPORATOR

The name and address of the Incorporator signing these Articles is LEWIS R. SHAFER, P.A. 2300 Glades Road, West Tower - Suite 400, Boca Raton, Florida 33431.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 29 day of January, 1996.


LEWIS R. SHAFER, INCORPORATOR

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept Service of Process for the above-named Corporation, at the place designated in Article V of these Articles of Incorporation, the undersigned individual agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

DATED this 29 day of January, 1996.

By:

LEWIS R. SWAFER
(Registered Agent)

STATE OF FLORIDA)
) ss.:
COUNTY OF PALM BEACH)

Before me, a Notary Public, authorized in the State and County set forth above, personally appeared LEWIS R. SHAFER, personally known to me and known by me to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of CRAZY LIZ'S, and he did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal in the State and County aforesaid this 29 day of January, 1996.

NOTARY PUBLIC

Print Name of Notary Public

My Commission Expires:

Personally known ✓ or
Identification Produced _____



SCOTT B. CHAPMAN
COMMISSION # CC 370102
EXPIRES MAY 5, 1998
BONDED THRU
ATLANTA BONDING CO., INC.

SECRET
AL-AHASSEE, FLORIDA

SECRET