

MARTIN DAVID BERG, P.
ATTORNEY AT LAW

19 WEST FLAGLER STREET
SUITE 802, BISCAYNE BLVD.
MIAMI, FLORIDA 33130
(305) 371-1831

January 31, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

Re: GLORIA'S PLACE INC.

Gentlemen:

This office represents GLORIA'S PLACE INC., the above-captioned corporation.

Enclosed herewith please find an original and one copy of the Articles of Incorporation of the said corporation, together with an original and one copy of a Designation of Registered Agent.

Finally, our Trust Account check no. 4182 in the sum of \$122.50 is enclosed. This check represents the following:

1. Filing fee	\$35.00
2. Registered Agent Designation	35.00
3. Certified Copy	52.50
	<u>\$122.50</u>

Please process this matter as quickly as possible and send certified copies of the Articles of Incorporation and Designation of Registered Agent to the undersigned as attorney for the said corporation.

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-02/05/96--01074--013
****122.50 ****122.50

Very truly yours,

Martin David Berg
MARTIN DAVID BERG

MDB/gar
enclosures
cc: Hary Herman, Incorporator

SN FEB - 9 1996

EFFECTIVE DATE
1-30-1996

ARTICLES OF INCORPORATION

OF

GLORIA'S PLACE INC.

FILED
96 FEB -5 AM 10:38
TALLAHASSEE, FLORIDA

The undersigned subscriber, a natural person competent to contract for the purposes of forming a corporation under and pursuant to Chapter 607 of the Laws of the State of Florida, adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of this corporation shall be:

GLORIA'S PLACE INC.

ARTICLE II

COMMENCEMENT AND TERM OF EXISTENCE

This corporation shall have perpetual existence; the date of the commencement of said existence shall be the date of the subscription and acknowledgment of these Articles of Incorporation.

ARTICLE III

NATURE OF BUSINESS

The general nature of the business which may be transacted by the corporation is as follows:

- A. To purchase, sell, re-sell, and deal in and with antiques, collectibles, and like merchandise of every kind or nature, and to do a general foreign and domestic exporting and importing business.
- B. To perform the highest level of services in connection with all of the undertakings of the corporation and without limitation, except that no part of these Articles shall be violative of any elections as may be filed in respect to the corporation and its activities for income tax purposes.
- C. To purchase, or otherwise acquire, rent, take, own, hold, maintain, improve, complete, extend, manage, operate, mortgage or otherwise impose a lien upon, lease, sell, exchange, transfer or in any manner whatsoever dispose of and convey offices, buildings, storage facilities, real and personal property of all kinds, and any and all rights, interest or easements therein, without limit as to amount, within or without the State of Florida wherever situated.
- D. To make and enter into contracts of every kind for any lawful purpose with any individual, firm, association, organization, corporation or other entity, be it private, public or municipal body politic, including the government of any state, territory or country, or of any political or administrative subdivision of departments thereof.

E. To organize or cause to be organized, consolidated, merged, or liquidated and take charge of, to the extent permitted by law, any corporation, firm, organization, association, or other entity whether formed under the Laws of the United States of America, any state, territory or other governmental unity thereof, or of any other state, country, nation or government.

F. To make loans and give other forms of credit, with or without security, and to negotiate and make contracts and agreements in connection therewith.

G. To borrow money for its corporate purposes; to draw, make, accept, endorse, execute and deliver promissory notes, drafts, bills of exchange, and other negotiable instruments; to execute, issue and deliver bonds, debentures, notes or other obligations of any nature, and in any matter for monies borrowed; to secure the payment thereof and the interest thereon by a deed or deeds of trust, or by mortgages or pledge of, or upon the whole or any part of the property of the corporation, real or personal, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds, debentures or other debentures, or other obligations.

H. To carry on any of the business hereinbefore enumerated for its own account, or for the account of others; to act as agent for others with respect to any of such business; to carry on any other business which

may be deemed by it to be calculated directly or indirectly to effectuate or facilitate the aforesaid objects or business or any of them, or any part thereof, or to enhance the value of its property, business or rights; and to aid, conduct manage, or operate any lawful enterprise in relation to the foregoing.

I. To do each and everything necessary or proper for the accomplishment of any one or more of the purposes or the attainment of any one or more objects herein before enumerated or conducive to, or expedient for, the interest or benefit of the corporation; and in general, to enjoy all the rights and privileges of corporations for profit governed by the Laws of the State of Florida, it being expressly provided that the enumeration of any specific business or power herein shall not be held to limit or restrict in any manner other business or powers of said corporation.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which this corporation shall have the authority to issue shall be One Hundred (100) Shares of common stock, having a par value of Fifty Dollars (\$ 50.00) per share.

ARTICLE V

PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall be entitled to Pre-Emptive Rights to subscribe for and/or to purchase his proportional part of any new or additional shares of this corporation, as may be issued from time to time.

ARTICLE VI

REGISTERED/PRINCIPAL OFFICE; REGISTERED AGENT

The initial street address of the initial registered office/principal office of this corporation shall be located at 2231 S.W. 22 Street, Miami, Florida 33145. The Board of Directors may, from time to time, move the registered office to any other address in the State of Florida. The name of the initial registered agent at such address shall be GLORIA KELLY.

ARTICLE VII

INCORPORATORS

The name and address of the Incorporator of these Articles of Incorporation is as follows:

name_____:

HARY HERMAN

address_____:

2231 S.W. 22 Street
Miami, Florida 33145

ARTICLE VIII

MANAGEMENT BY STOCKHOLDERS

This corporation shall be managed by the stockholders of the Corporation, rather than by a Board of Directors.

IN WITNESS WHEREOF, I have made, subscribed and acknowledged these Articles of Incorporation in triplicate at Miami, Dade County, Florida, this 30 day of January, 1996.



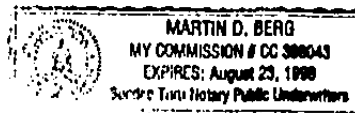
HARRY HERMAN

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

SWORN TO and subscribed before me by the aforesaid-signatory(ies) who ~~X~~ is/are personally known to me / ____ presented the following form of identification _____ and who did/-did-not take an oath this 30 day of January, 1996.



Notary Public - signature
- name printed and seal:



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

The following is submitted in compliance with Chapter 46.091,
Florida Statutes:

GLORIA'S PLACE INC., a corporation organized (or being organized)
under the Laws of the State of Florida with its principal office at
2231 S.W. 22 Street, Miami, Florida 33145 has named GLORIA KELLY,
located at 2231 S.W. 22 Street, Miami, Florida 33145, as its agent
to accept service of process within this State.

ACCEPTANCE:

Having been named to accept service of process for the above-stated
corporation at place designated in this Certificate, I hereby
accept to act in this capacity and agree to comply with the
provision of the Florida Statutes relative to keeping open said
office.

Gloria Kelly

—GLORIA KELLY
Registered Agent

95 FEB -5 AM 10:38
TALLAHASSEE, FLORIDA

FILED