

LAW OFFICES
NEIL J. TANNENBAUM

SUITE 119 KINOSTON BUILDING
3520 WEST BROWARD BOULEVARD
FORT LAUDERDALE, FLORIDA 33312

TELEPHONE: (305) 791-4070
FAX: (305) 791-8866

P960000014179

February 8, 1996

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

ATTENTION: DIVISION OF CORPORATIONS

Dear Sir:

Enclosed herein is an original and one copy of the Articles of Incorporation for MELISSA'S PALACE, INC., and a check in the amount of \$122.50 to cover the charter tax, filing of the Articles of Incorporation, Certified Copy of the Articles of Incorporation, and filing of approval of the resident agent.

Thank you for your cooperation in this matter.

Sincerely,

Neil J. Tannenbaum

Neil J. Tannenbaum, Esquire

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Enclosures

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MELISSA'S PALACE, INC.

We, the undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the Laws of the State of Florida.

ARTICLE I

Name of Corporation

The name of the corporation shall be
MELISSA'S PALACE, INC.

ARTICLE II

Nature of Business

The general nature of the business to be transacted by this corporation is financial services

and any other activities or business permitted under the laws of the United States and the State of Florida.

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services, of every class, kind and description except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida, and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III

Capital Stock

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is: 500 shares at \$1.00 par value.

ARTICLE IV

Initial Capital

The amount of capital with which this corporation will begin business is not less than Five Hundred (\$500) Dollars.

ARTICLE V

Term of Existence

This corporation is to exist perpetually.

ARTICLE VI

Principal Place of Business

The initial street address in this state of the principal office of this corporation is 1512 N.W. 16th Lane, Ft. Lauderdale, Florida 33311.

Broward County, Florida. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII

Directors

This corporation shall have not less than ONE (1) directors initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders.

ARTICLE VIII

Initial Directors

The names and street addresses of the members of the first Board of Directors are:

DIONNE FORBES-1512 N.W. 16th Lane, Ft. Lauderdale, Florida 33311

ARTICLE IX

Subscribers

The names and street addresses of the subscribers of these Articles of Incorporation, the number of shares of stock which they agree to take and the value of the consideration therefore are:

NAME	ADDRESS	SHARES	CONSIDERATION
DIONNE FORBES	1512 N.W. 16th Lane Ft. Lauderdale, FL 33311	500	\$500.00

ARTICLE X

Registered Agent

The initial designation of the registered office of this corporation shall be 1512 N.W. 16th Lane, Ft. Lauderdale, Florida 33311 and the registered agent shall be DIONNE FORBES.

Pursuant to Florida Statutes Section 607.164, having been named to accept process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By  _____
Registered Agent

ARTICLE XI


Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholders' meeting by a majority of the stock

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TALLAHASSEE, FLORIDA

entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, we, the incorporators above named, have hereunto set our hands and seals this 8th day of February, 1996.




DIONNE FORBES

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared DIONNE FORBES,

to me known to be the person~~s~~ described as subscriber~~s~~ in and who executed the foregoing Articles of Incorporation, and acknowledged before me that she ~~they~~ subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above, this 8th day of February, 1996.



Notary Public

My Commission Expires:

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NEIL J. TANNENBAUM
COMMISSION # CC 516483
EXPIRES JAN 23, 2000
BONDED THRU
ATLANTIC BONDING CO INC

P96000014179

LAW OFFICE
NEIL J. TANNENBAUM

SUITE 110, KINGSTON BUILDING
3550 WEST BROWARD BOULEVARD
FORT LAUDERDALE, FLORIDA 33312

TELEPHONE: (305) 791-4870
FAX: (305) 791-8866

October 30, 1996

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*****35.00 *****35.00

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Articles of Dissolution for MELISSA'S PALACE, INC.

Dear Sir:

Enclosed herein are the Articles of Dissolution of MELISSA'S PALACE, INC. (Document Number P96000014179), a copy of the Consent to Dissolution of MELISSA'S PALACE, INC. by all Shareholders, and a check in the amount of \$35.00 to cover the filing of the Articles of Dissolution.

If there are any problems with any of the above-described documents, please contact my office immediately. Please send me an acknowledgment that the Articles of Dissolution have indeed been filed with the Division of Corporations, Department of State,

Thank you for your anticipated courtesy and cooperation.

Sincerely,

Neil J. Tannenbaum

Neil J. Tannenbaum, Esquire

NJT:smd
Enclosures

*Miss
NFT*

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96 NOV -4 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF DISSOLUTION OF
MELISSA'S PALACE, INC.


96 NOV -4 AM 9:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, desiring to dissolve a Corporation known as MELISSA'S PALACE, INC., under and pursuant to Chapter 607 of the Florida Statutes, do hereby declare as follows:

1. The name of the corporation is MELISSA'S PALACE, INC.
2. The name and respective address of its officers is:
DIONNE FORBES, President and Secretary, 1512 N.W. 16th Lane, Ft. Lauderdale, Florida 33311.
3. The name and respective address of its sole director is:
DIONNE FORBES, 1512 N.W. 16th Lane, Ft. Lauderdale, Florida 33311.
4. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made therefore.
5. All the remaining property and assets of the corporation have been distributed among its sole shareholder in accordance with her rights and interests.
6. There are no actions pending against the corporation in any court.
7. A true copy of the written consent to dissolve is attached. Such written consent has been signed by the sole shareholder of the corporation.

DATED this 30th day of October, 1996.

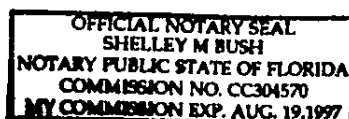

DIONNE FORBES, President and Secretary

STATE OF FLORIDA)
)SS
COUNTY OF BROWARD)

BEFORE ME, personally appeared DIONNE FORBES, who is the President and Secretary of MELISSA'S PALACE, INC. and she acknowledged before me that she executed the foregoing Articles of Dissolution.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 30th day of October, 1996.

My Commission Expires:




Notary Public

CONSENT TO DISSOLUTION OF
MELISSA'S PALACE, INC.
BY ALL SHAREHOLDERS

I, DIONNE FORBES, hereby state that I constitute the sole shareholder of
MELISSA'S PALACE, INC., and, as the sole shareholder of MELISSA'S PALACE, INC., I
hereby consent to the dissolution of MELISSA'S PALACE, INC.

DATED this 30th day of October, 1996.



DIONNE FORBES

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to
take acknowledgments in the State and County aforesaid, personally appeared DIONNE
FORBES, to me known to be the person described in and who executed the foregoing Consent,
and acknowledged to me that she is the sole shareholder of MELISSA'S PALACE, INC. and
that she consents to the dissolution of MELISSA'S PALACE, INC.

WITNESS my hand and official seal in the County and State last aforesaid, this
30th day of October, 1996.



Notary Public

My Commission Expires:

