

(SAMPLE LETTER OF TRANSMITTAL)

P96000015338

Date

February 14, 1996

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

700001718047
-02/15/96--01085--015
****122.50 ****122.50

Re: PIER 28 Inc.
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

John M. Saunders
(individual's name)

PIER 28, Inc.
(name of corporation)

MAILING ADDRESS OF CORPORATION

2800 N. OCEAN Dr

Hollywood, FL 33019

PHONE

(954) 925-2626

Area Code

Number

Ext.

FEB 19 1996 BSB

ARTICLES OF INCORPORATION

of
PIER 28, Inc.
(name of corporation)

FILED

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The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME

The name of the corporation is:

PIER 28, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue FIVE HUNDRED shares (500) of ONE Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	<u>JOHN M. SAUNDERS</u>		
ADDRESS	<u>2800 N. Ocean Drive</u>		
CITY	<u>HOLLYWOOD</u>	FLORIDA	ZIP <u>33019</u>

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>PIER 28, Inc.</u>		
ADDRESS	<u>2800 N. Ocean Drive</u>		
CITY	<u>HOLLYWOOD</u>	FLORIDA	ZIP <u>33019</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>JOHN M. SAUNDERS</u>		
ADDRESS	<u>2800 N. Ocean Drive</u>		
CITY	<u>HOLLYWOOD</u>	STATE <u>Florida</u>	ZIP <u>33019</u>
NAME	<u>LINDA C. SAUNDERS</u>		
ADDRESS	<u>2800 N. Ocean Drive</u>		
CITY	<u>Hollywood</u>	STATE <u>Florida</u>	ZIP <u>33019</u>
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	JOHN M. SAUNDERS		
ADDRESS	2800 N. OCEAN DRIVE		
CITY	HOOLYWOOD	STATE	FLORIDA ZIP 33019
NAME	LINDA C. SAUNDERS		
ADDRESS	2800 N. OCEAN DRIVE		
CITY	HOLLYWOOD	STATE	FLORIDA ZIP 33019
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 14th day of February, 1996.

John M. Saunders (Seal)
Linda C. Saunders (Seal)
 _____ (Seal)

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

PIER 28, INC.

(name of corporation)

FILED
96 FEB 15 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 2800 N. OCEAN DRIVE

HOLLYWOOD, FLORIDA 33019

has named JOHN M. SAUNDERS

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.

John M. Saunders
(registered agent)