

3/5/96

ORIGIN DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: EMPIRE CORPORATE KIT COMPANY

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STATE OF FLORIDA

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409 EAST GAINES STREET

MIAMI FL 33135- 02-

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: BOLLY, INC.

FAX AUDIT NUMBER: H96000003741

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/15/1996

TIME REQUESTED: 12:40:21

CERTIFIED COPIED: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 5

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 072450003255

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3/15/96

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10:11 PM 3/15/96

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ARTICLES OF INCORPORATION
OF
BOLLY, INC.

FILED
MAR 15 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, THE UNDERSIGNED, HEREBY ASSOCIATE TOGETHER FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, BY AND UNDER THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA, PROVIDING FOR THE FORMATION, LIABILITIES, RIGHTS, PRIVILEGES, AND IMMUNITIES OF CORPORATIONS.

ARTICLE I.

THE NAME OF THE CORPORATION SHALL BE: BOLLY, INC. IT'S BUSINESS SHALL BE CARRIED ON IN THE UNITED STATES OF AMERICA, AND ELSEWHERE, AS MAY BE AUTHORIZED BY IT'S BOARD OF DIRECTORS.

ARTICLE II.

THE PRINCIPAL OFFICE OF THE CORPORATION WILL BE LOCATED AT: 8310 SHERMAN CIR. N. #K-108, MIRAMAR, FL 33025

ARTICLE III.

THE GENERAL NATURE OF THE BUSINESS OR BUSINESSES TO BE TRANSACTED BY THE CORPORATION SHALL BE ANY AND ALL BUSINESS PERMISSIBLE BY LAW.

ARTICLE IV.

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

ARTICLE V.

THE MAXIMUM OF SHARES OF STOCK THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANYTIME SHALL BE 1,000 SHARES OF COMMON STOCK AT PAR VALUE OF \$.01 PER SHARE.

ARTICLE VI.

THE NAMES AND ADDRESSES OF THE FIRST BOARD OF DIRECTORS, WHO SHALL HOLD OFFICE FOR THE FIRST YEAR OF THE CORPORATION'S EXISTENCE, OR UNTIL THEIR SUCCESSORS ARE ELECTED AND HAVE QUALIFIED ARE AS FOLLOWS:

JENNIFER E. NINES

8310 Sherman Circle N. K-108
Miramar, Florida 33025

BRUCE L. HOLLANDER
5555 HOLLYWOOD BLVD. #200
HOLLYWOOD, FL 33021
(305) 964.8000
Fl. Car No. 162665

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The names and addresses of the initial officers of this Corporation are as follows:

NAME	ADDRESS
JENNIFER E. HINER PRESIDENT/SECRETARY	8310 SHERMAN CIRCLE N. K-108 MIRAMAR, FLORIDA 33025
PAMELA J. MENDES V. PRESIDENT/TREASURER	8700 SHERMAN CIRCLE N. 301 MIRAMAR, FLORIDA 33025

TO THE EXTENT PERMITTED BY LAW, THE CORPORATION SHALL INDEMNIFY AND HOLD HARMLESS EACH PERSON SERVING AS A DIRECTOR OR OFFICER OF THE CORPORATION, AND EACH PERSON WHO SERVES AT THE REQUEST OF THE CORPORATION AS DIRECTOR OF ANY OTHER CORPORATION, FROM AND AGAINST ANY AND ALL CLAIMS AND LIABILITIES TO WHICH SUCH PERSON SHALL BECOME SUBJECT BY REASON OF BEING DIRECTOR OR OFFICER OF THE CORPORATION, OR BY REASON OF ANY ACTION ALLEGED TO HAVE BEEN TAKEN OR OMITTED BY HER AS DIRECTOR OR OFFICER. THE CORPORATION SHALL REIMBURSE EACH PERSON FOR ALL COST LEGAL AND OTHER EXPENSES REASONABLY INCURRED BY HER IN CONNECTION WITH ANY CLAIM OF LIABILITY AS TO WHICH IT SHALL BE ADJUDGED THAT SUCH OFFICER OR DIRECTOR IS LIABLE TO THE EXTENDED PERMITTED BY LAW.

THE RIGHT ACCRUING TO ANY PERSON UNDER THE FOREGOING PROVISIONS SHALL NOT EXCLUDE ANY OTHER RIGHT TO WHICH SHE MAY BE LAWFULLY ENTITLED, NOR SHALL ANYTHING THEREIN CONTAINED RESTRICT THE RIGHT OF THE CORPORATION TO INDEMNIFY OR REIMBURSE SUCH PERSON IN ANY PROPER CASE EVEN THOUGH NOT SPECIFICALLY PROVIDED FOR HEREIN.

NO CONTRACT OR OTHER TRANSACTION BETWEEN THIS CORPORATION AND ANY OTHER FIRM OR CORPORATION, AND NO ACT OF THIS CORPORATION SHALL IN ANY WAY BE AFFECTED OR INVALIDATED BY THE FACT THAT ANY OF THE DIRECTORS OF THE CORPORATION ARE PECUNIARILY OR OTHERWISE INTERESTED IN OR ARE DIRECTORS OR OFFICERS OF, SUCH OTHER FIRM OR CORPORATION, PROVIDED THAT THE FACT THAT SHE IS SO INTERESTED SHALL BE DISCLOSED OR SHALL HAVE BEEN KNOWN TO THE BOARD OF DIRECTORS OR SUCH MEMBERS THEREOF AS SHALL BE PRESENT AT ANY MEETING OF THE BOARD AT WHICH ACTION UPON ANY SUCH CONTRACT OR TRANSACTION SHALL BE TAKEN, AND ANY DIRECTOR OF THE CORPORATION WHO IS ALSO A DIRECTOR OR OFFICER OF SUCH OTHER CORPORATION, OR IS INTERESTED, MAY BE COUNTED IN DETERMINING THE EXISTENCE OF A QUORUM AT ANY MEETING OF THE BOARD OF DIRECTORS OF THE CORPORATION WHICH SHALL AUTHORIZE ANY SUCH CONTRACT OR TRANSACTION, AND MAY VOTE THEREAT TO AUTHORIZE ANY SUCH CONTRACT OR TRANSACTION, WITH LIKE FORCE AND EFFECT AS IF SHE WERE NOT A DIRECTOR OR OFFICER OF SUCH OTHER CORPORATION OR NOT SO INTERESTED.

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ARTICLE VII

THE NAME AND ADDRESS OF THE SUBSCRIBER TO THE ARTICLES OF INCORPORATION IS AS FOLLOWS:

JENNIFER E. HINES
8310 SHERMAN CIRCLE NORTH - K-108
MIRAMAN, FLORIDA 33025

ARTICLE VIII.

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 A STOCKHOLDERS MEETING BY A MAJORITY OF THE STOCKHOLDERS 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.

ARTICLE IX

THE FOLLOWING INDIVIDUAL HAS BEEN DESIGNATED AS REGISTERED AGENT PURSUANT TO FLORIDA STATUTE 48.091 AND THE NAME AND ADDRESS OF THE REGISTERED AGENT IS AS FOLLOWS:

BRUCE L. HOLLANDER
5555 Hollywood Boulevard, Suite 200
Hollywood, FL 33021

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 15th day of MARCH, 1996.

Witnesses:

Barbara Nichols
Barbara Nichols

Jennifer E. Hines
JENNIFER E. HINES

Annette Gonzalez
Annette Gonzalez

Incorporator/Subscriber

STATE OF FLORIDA)

COUNTY OF BROWARD)

SS.

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgements, personally appeared JENNIFER E. HINES, personally known to me to be the person described in and who executed the foregoing, who acknowledged before me that she executed the same, that I relied upon her driver's license as proper identification of the above-

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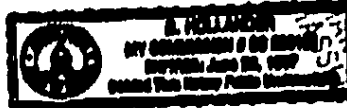
named person, and that an oath was not taken.

WITNESS my hand and official seal in the County and State last
aforesaid this 16 day of MARCH 1996.

B. Hall
Notary Public

My Commission Expires:

(Print Notary's Name)



ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

I HEREBY ACCEPT the designation as Resident Agent for HOLLY,
INC.

Dated this 15th day of March, 1996.

B. Hall
BRUCE L. HOLLANDER
Resident Agent

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