

1320 SOUTH DIXIE HIGHWAY  
CORAL GABLES, FLORIDA 33146

DOUGLAS J. SNYDER  
ATTORNEY AT LAW

09600003229/

TEL (305) 663-0740  
FAX (305) 667-8520

March 28, 1996

Corporate Records Bureau  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

RECEIVED  
MARCH 29 1996  
FBI - TALLAHASSEE  
FBI - TALLAHASSEE

Re: Joie de Vie, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation. Also, enclosed is our check in the amount of \$122.50 representing the following:

Filing Fee	\$35.00
Resident Agent's Designation	35.00
Certified Copy	<u>52.50</u>
<b>TOTAL</b>	<b>\$122.50</b>

Please return the certified copy of the Articles to the undersigned. Thank you for your cooperation.

Very truly yours,

  
DOUGLAS J. SNYDER

DJS:mdm  
enclosure

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4-9-96  
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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 9, 1996

DOUGLAS J. SNYDER  
1320 SOUTH DIXIE HIGHWAY  
STE 1100  
CORAL GABLES, FL 33146

SUBJECT: JOI DE VIE, INC.  
Ref. Number: W96000007664

We have received your document for JOI DE VIE, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please provide an English translation for the entity's name in your cover letter.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley  
Corporate Specialist

Letter Number: 896A00016232

**DOUGLAS J. SNYDER**  
ATTORNEY AT LAW

SUITE 1100  
1320 SOUTH DIXIE HIGHWAY  
CORAL GABLES, FLORIDA 33146

TEL (305) 663-0740  
FAX (305) 667-8529

April 11, 1996

Ms. Terri Buckloy  
Corporate Records Bureau  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Joie de Vie, Inc.  
Reference No. W96000007664

Dear Ms. Buckley:

Please be advised that I have corrected the first page of the Articles of Incorporation to reflect the corporate name as "Joie de Vie, Inc.", which puts the title of the Articles of Incorporation in conformity with Article I which states that the name of the corporation shall be Joie de Vie, Inc. Moreover, in response to your letter dated April 9, 1996, requesting a translation of Joie de Vie, Inc., please be advised that Joie de Vie is a french term meaning "Joy of Life."

I called the Division of Corporations in order to ask if the correction of the name from Joi to Joie would require an additional filing fee of \$122.50, and I was advised that it would not. Accordingly, please process the Articles of Incorporation at your earliest convenience and send back in the enclosed federal express envelope. If you have any questions, please do not hesitate to call.

Very truly yours,

  
DOUGLAS J. SNYDER

DJS:mdm  
enclosure

ARTICLES OF INCORPORATION  
OF  
JOIE DE VIE, INC.

The undersigned does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:  
JOIE DE VIE, INC.

ARTICLE II

This corporation shall commence its perpetual existence on the date these Articles are filed with the Secretary of State.

ARTICLE III

The general purpose for which this corporation is organized is to transact any or all lawful business permitted under the laws of the State of Florida.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u>	<u>Class of Stock</u>
200	\$1.00	Common

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ARTICLE V

The street address of the initial registered office of this corporation and its initial registered agent, as well as the mailing address of the corporation, are as follows:

Michael Lubin  
210 East Dillido Drive  
Miami Beach, FL 33139

ARTICLE VI

The name and address of the first director of this corporation is:

Rosanne Lubin  
210 East Dillido Drive  
Miami Beach, FL 33139

ARTICLE VII

The name and address of the Incorporator is:

Rosanne Lubin  
210 East Dillido Drive  
Miami Beach, FL 33139

ARTICLE VIII

By duly adopted action by the Board of Directors, this corporation may indemnify and/or insure any and all of its directors or officers or former directors or officers, or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock, or of which it is a creditor, to the extent permitted by law, now existing or hereinafter enacted, including without limitation, the expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, in which they

or any of them are made parties or a party by reason of being or having been directors or officers, or a director or officer of this corporation, or of such other corporation, except in relation to matters as to which any such director or officer, or former director or officer or person, shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the By-Laws, agreements, votes of stockholders or directors, Chapter 607, Florida Statutes, or otherwise.

#### ARTICLE IX

No contract or other transaction between this corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are interested in, or is a director or officer or are directors or officers of such other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract or transaction of this corporation or in which this corporation is interested. No contract, act or transaction of this corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of this corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation. Each and every person who may become a director of this corporation is hereby relieved

from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of this corporation may vote upon any contract or other transaction between this corporation and any subsidiary or controlled company without regard to the fact that he also is a director of such subsidiary or controlled company.

IN WITNESS WHEREOF, the undersigned, being the Incorporator of the above named corporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and executes these Articles of Incorporation this 1<sup>st</sup> day of April, 1996.

Rosanne S. Lubin (SEAL)  
ROSANNE LUBIN

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

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TALLAHASSEE, FLORIDA

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Pursuant to Chapter 48.091, Florida Statutes, the following is  
submitted in Compliance with said Act:

JOIE DE VIE, INC.

desiring to organize under the laws of the state of Florida with  
its principal office, as indicated in the Articles of  
Incorporation, at 210 East Dilido Drive, Miami Beach, Florida  
33139 has named MICHAEL LUBIN as its agent to accept service of  
process within this State.

ACKNOWLEDGEMENT:

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

*Michael Lubin*

MICHAEL LUBIN  
Registered Agent