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FAX: (904) 922-4000 PHONE: (305)541-3094 FAX: (305) 541-3770

(((BB000000013B))) DOGUMENTTYPE: FLORIDA PROFIT ORPORATION OR P.A.

NAME: STICKY FINGERS, INC.

FAUDIT NUMBER: H96000005798 CURRENT STATUS: REQUESTED DATE REQUESTED: 04/24/1996 TIME REQUESTED: 18:40:17

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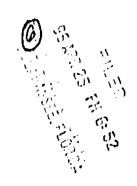
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Paragraphic Company of

# ARTICLES OF INCORPORATION

OF

# STICKY PINCERS, INC.



## ARTICLE I.

#### HANK

The Name of the Corporation is STICKY FINGERS, INC.

## ARTICLE II.

# TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

#### ARTICLE III.

### PERMITTED ACTIVITY

The Corporation shall engage in any activity of business permitted under the laws of the United States and of the State of Florida.

Stewart A. Merkin, Esq. Rivergate Plaza, Suite 300 444 Brickell Avenue Missi, Florida 33131 Tel. (308) 388-8800 Fla. Ber No. 153444

# ARTICLE IV.

## AUTHORIZED CHARES

The aggregate number of shares which the Corporation shall have authority to issue are 1,000 shares with par value of \$1.00 per share.

## ARTICLE V.

# PREEMPTIVE RIGHTS DENIED

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorised, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

#### ARTICLE VI.

#### PRINCIPAL OFFICE

The principal office of the Corporation is 270 Catalonia Avenue, Coral Gables, Florida 33134.

#### ARTICLE VII.

## REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is Rivergate Plaza, Suite 300, 444 Brickell Avanue, Miami, Florida 33131. The initial registered agent at that address is STEWART A. MERKIN.

#### ARTICLE VIII.

## DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The name and address of the first board of directors who shall serve until the first annual meeting of shareholders or until his successors are elected and qualified shall be:

NAME

ADDRESS

DAVID GILES

270 Catalonia Avenue Coral Gables, FL 33134

ARTICLE IX.

## INCORPORATOR

The name and address of the incomporator is: STEWART A. MERKIN, ESQ., Rivergate Plana, Suite 300, 444 Brickell Avenue, Miami, Florida 33131.

## ARTICLE X.

## INDEMNIFICATION

The Corporation shall indemnify any present or forser officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

IN WITHERS WHENEOF, the undersigned, being the original incorporator of the Corporation, has executed these Articles of Incorporation this 24 day of April, 1996.

WELLEN A. Markin

STATE OF FLORIDA)

COUNTY OF DADE )

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Stewart A. Markin, to me well known and well known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITHERS WHEREOF, I have hereunto set my hand and affixed my official seal on this 2/ day of April, 1996.

HOUSE FURLIC, State of

My Commission Expirest

# CERTIFICATE OF DESIGNATION

# REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0801, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

# STICKY FINGERS, INC.

2. The name and address of the Registered Agent and office is!

STEWART A. MERKIN, ESQ. RIVERGATE PLASA, SUITE 300 444 BRICKELL AVENUE MIAMI, FLORIDA 33131

BINNETURO

Print Name: David Giles

Title: President

Dated: April 24, 1996.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT BERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT OF REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

**SIGNATURE** 

Powert A. Markin

DATE

April 24, 1996.

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