

P96000039763

A. ROMEU INC.  
275 NW FONTAINEBLEAU BLVD # 130  
MIAMI - FLORIDA - 33126 - Ph: 306 553 2900.

May 1, 1996.

Department of State  
Division of Corporations  
George Firestone Boulevard No. 409  
East Gaines Street  
Tallahassee - Florida - 32399

500001809286  
-05/06/96--01058--016  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Subject: SOFT TOUCH SERVICES, INC.  
(Proposed name of the new corporation)

Enclosed is an original and one (1) copy of the articles of incorporation and a check # 1122 \$ 78.75 covering filing fee and certificate.

From: ANA IANNUZZI  
A ROMEU INC  
121 NW 85 PLACE  
MIAMI FLORIDA 33126

  
Ana C. Iannuzzi

FILED  
56 MAY -3 PM 1:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Al/jll

DnC  
5-8-96

EFFECTIVE DATE

5-1-96

ARTICLES OF INCORPORATION  
OF: SOFT TOUCH SERVICES INC.

FILED  
96 MAY -3 PM 1:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers of those articles of incorporation, each a natural person, competent to contract, hereby associated themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is:

SOFT TOUCH SERVICES, INC.

EFFECTIVE DATE  
5-1-96

ARTICLE II; DURATION

This Corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of those articles.

ARTICLE III; PURPOSE

The purpose is in engage in any activities or business permitted under the laws of the United States and or the State of Florida.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 1000 shares of one dollar (\$1.00) per value common stock, which shall be designated "Common Shares".

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT.

The name and address of the initial registered agent and office is as follows:

ANA C. IANNUZZI  
122 PONCE DE LEON BLVD

CORAL GABLES - FLORIDA - 33135

ARTICLE VI. CORPORATION PRINCIPAL OFFICE.

The address of the Corporation principal office is:

122 PONCE DE LEON BLVD  
CORAL GABLES - FLORIDA - 33135

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The Corporation shall have ONE (1) Director (s) initially. The number of directors may be elghter increased or decreased from time to time by an ammendment of the bylaws of the corporation in the manner provided by law but shall be never be less than one.

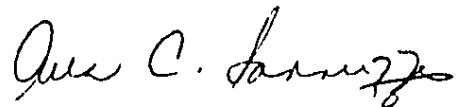
The name and address of the initial board of directors of this corporation are:

ANA C. IANNUZZI  
122 PONCE DE LEON BLVD  
CORAL GABLES - FLORIDA - 33135

ARTICLE VIII. INCORPORATION.

The name and address of the Incorporator signing these articles of incorporation are:

ANA C. IANNUZZI  
122 PONCE DE LEON BLVD  
CORAL GABLES - FLORIDA - 33135

A handwritten signature in dark ink, appearing to read "Ana C. Iannuzzi", is written over the printed name and address of the incorporator.

ARTICLE IX. AMENDMENT OF ARTICLES.

This corporation reserves the right to amend or repeal any provisons contained in these Articles of Incorporation, or any amendment hereto and any right conferred on the shareholders subject to this reservation.

#### ARTICLE X. PRE-EMPTIVE RIGHTS.

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued. (Where or not to presently authorized) including shares from the treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and inviting him to exercise his preemptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

#### ARTICLE XI. REMOVAL OF DIRECTORS

At a meeting of shareholders called expressly for that purpose, any one director of the entire board of directors may be removed with or without cause, by a vote of the holders of the majority of the shares then entitled to vote at an election of directors.

#### ARTICLE XII. INDEMNIFICATION.

The corporation may be empowered to indemnify any officer or director in the manner set out and provided for pursuant to the provisions of Section 607-014 of the Florida Statutes, as amended.

#### ARTICLE XIII. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors and approved at a stockholders meeting by a majority of the shares entitled to vote thereon.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR  
EXECUTED THESE ARTICLES OF INCORPORATION ON THIS FIRST  
(1) OF MAY OF 1996.

*Ann C. Smutz*

FILED

96 MAY -3 PM 1:33

BEFORE ME, The undersigned authority, personally appeared ANA C. IANNUZZI. To me known to be the person who executed the foregoing Articles of Incorporation, and she acknowledged to and before me that he executed such instrument.  
Sworn and subscribed before me on this May 1 / 96  
FL DL # V 220-003-54-822

Notary Public,  
Of Florida, my commission  
expires Feb 2 / 99

*Martha Lopez*  
MARITHA LOPEZ  
My Commission #02438878  
Expires Feb 02 1999  
Bonded by HAI  
000-422-1000

**CERTIFICATE OF DESIGNATED OF REGISTERED AGENT AND  
REGISTERED OFFICE.**

Pursuant to the provisions of section 607-0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following sttemen in designating the registered office/registered agent; in the state of Florida.

1.- The name of the corporation is:

SOFT TOUCH SERVICES, INC.

2.- The name and address of the registered agent and office is:

ANA C. IANNUZZI  
122 PONCE DE LEON BLVD  
CORAL GABLES - FLORIDA - 33135

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as 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 obligation of my position as registered agent.

Signature:

Date:

5/1 / 96

*Ana C. Iannuzzi*

SOFT TOUCH SERVICES INC.  
2520 SW 22nd Street, suite 2317  
Miami Florida 33145.

P96000039763

May 1, 1997.

Secretary of State  
Division of Corporations  
P O BOX 6327  
Tallahassee, Florida 32314

ref: Corporation under registration No. # 96000039763.

Gentlemen:

The reason of the present is to notify that Division of a change of address for our corporation:

New address: 2520 SW 22nd Street, suite 2317  
Miami Florida 33145.

Anna Iannuzzi

*Anna Iannuzzi*