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LAW OFFICES

**STEINBERG, SLEWETT
& YAFFE, P.A.**

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PAUL B. STEINBERG (FLA. & D.C.)

ROBERT D. SLEWETT (FLA.)

ROBERT H. YAFFE (FLA.)

MORRIS L. STEINBERG (N.Y.)

* PLEASE REPLY TO OUR
MIAMI BEACH OFFICE

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

RECEIVED
JUN 21 1996
FEE \$245.00

Re: Le Sud, Inc., and Mo Mo Miami Beach, Inc.

Gentlemen:

Enclosed herewith please find the original and acopy
of the Articles of Incorporation of Le Sud, Inc.,
and Mo Mo of Miami Beach, Inc., duly executed by the
Incorporator and Registered Agent thereof.

I am enclosing a check in the sum of \$245.00
representing the fee for the filing of these
Articles and a certified copy.

Thank you for your cooperation.

Very truly yours,

PAUL B. STEINBERG
PBS:ss

Enc:

FILED
95 JUN 24 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW YORK OFFICE
574 FIFTH AVENUE
2ND FLOOR
NEW YORK, N.Y. 10036
(212) 391-2080

6-35.96
162

ARTICLES OF INCORPORATION

OF

LE SUD, INC.

FILED

26 JUN 24 AM 9:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I. NAME

The name of the corporation shall be:

LE SUD, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock having \$5.00 par value. The corporation will begin business with Five Hundred (\$500.00) Dollars in capital. The proceeds of stock subscribed for will be at least as much as the amount necessary to begin business.

ARTICLE IV. PRINCIPAL PLACE OF BUSINESS

The street address of the initial principal place of business of the corporation shall be 908 71st Street, Miami Beach,

Florida 33141), or such other location as the Board of Directors may designate.

ARTICLE V. TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws but shall never be less than one.

ARTICLE VII. SUBSCRIBER

The name and street address of the subscriber of this corporation is:

Eric Omores
908 71st Street
Miami Beach, Florida 33141

ARTICLE VIII. OFFICERS

The name and street address of the officers of this corporation is:

NAME/ADDRESS

POSITION

Eric Omores
908 71st Street
Miami Beach, Florida 33141

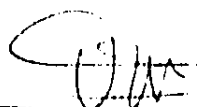
President/Secretary

ARTICLE VIII. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 767 Arthur Godfrey Road, Miami Beach, Florida 33140, and the name of the initial registered agent of this corporation at that address is PAUL B. STEINBERG.

IN WITNESS WHEREOF, the undersigned has made and

subscribed to these Articles of Incorporation at Miami Beach, Dade
County, Florida, for the uses and purposes aforesaid, this
21 day of June, 1996.



ERIC OMORES
Subscriber

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared
ERIC OMORES, known to me to be the person who executed the
foregoing Articles of Incorporation, and he acknowledged before me
that he executed said instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official
seal in the County and State aforesaid this 21 day of June,
1996.



NOTARY PUBLIC
State of Florida at Large

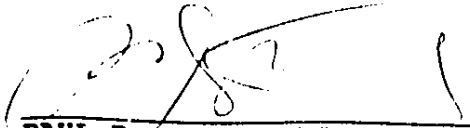


PAUL B STEINBERG
My Commission GC217437
Expires Nov. 21, 1996
Bonded by HAI
800-422-1658

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the foregoing appointment as registered agent for LE SUD, INC. and agrees to comply with the provisions of these Articles and the applicable Florida Statutes.

Dated this 21 day of June, 1996.



PAUL B. STEINBERG
Registered Agent

FILED
96 JUN 24 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA