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July 10, 1996

VIA FEDERAL EXPRESS

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-07/11/96--01048--003  
\*\*\*\*122.50 \*\*\*\*122.50

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32309

Re: Alexander of Australia, Inc.

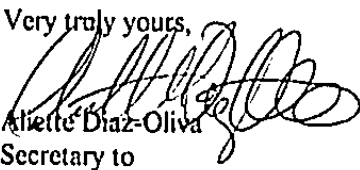
Dear Sir or Madam:

Enclosed please find our company check in the amount of \$122.50 which represents the filing fee in connection with the incorporation of Alexander of Australia II, Inc. We are sending these documents via Federal Express so as to expedite this matter. Kindly return the original and stamp dated copy of the Articles of Incorporation in the envelope provided for your convenience.

If you have any questions, please do not hesitate to contact the undersigned.

Thank you in advance for your kind cooperation.

Very truly yours,

  
Alette Diaz-Oliva  
Secretary to  
Lawrence S. Evans

/ad-o  
Enclosures

FILED  
96 JUL 11 PM 12:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

7/10/96  


ARTICLES OF INCORPORATION  
OF  
ALEXANDER OF AUSTRALIA II, INC.

FILED  
95 JUL 11 PM 12:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator of this Corporation under Chapter 607, Florida Statutes, as amended, adopts the following Articles of Incorporation.

ARTICLE I

The name of this Corporation is: Alexander of Australia II, Inc.

ARTICLE II

The principal place of business of this Corporation shall be 5891 S.W. 72<sup>nd</sup> Street, South Miami, Florida 33143.

ARTICLE III

The Corporation shall have perpetual existence.

ARTICLE IV

The general purpose for which the Corporation is organized is the following: to engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, and to do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

#### ARTICLE V

The maximum number of shares which this corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of common stock having a par value of One and 00/100 Dollars (\$1.00) per share. The Board of Directors may authorize the issuance of such stock to such persons upon such terms and for such consideration as it may deem appropriate. The consideration may include money or other property, which property shall be received at just valuation to be fixed by the Board of Directors of this Corporation.

#### ARTICLE VI

The initial registered office of this Corporation shall be Evans & Associates, 501 Brickell Key Drive, Suite 300, Miami, Florida 33131, and the initial registered agent of this Corporation at such office shall be Lawrence S. Evans who, by signing these Articles of Incorporation, accepts the designation and agrees to comply with the provisions of Section 48.091 Florida Statutes (1995) as amended from time to time with respect to keeping an office open for service of process.

#### ARTICLE VII

The initial Board of Directors shall consist of two (2) members. The number of directors may be increased or decreased from time to time by vote of the shareholders.

#### ARTICLE VIII

The names and addresses of the directors constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Alexander Ptschelnzew	5891 S.W. 72 <sup>nd</sup> Street South Miami, Florida 33143

Antoinette Rome

5891 S.W. 72<sup>nd</sup> Street  
South Miami, Florida 33143

**ARTICLE IX**

The name and the street address of the subscriber to the Articles of Incorporation is:

Name

Address

Lawrence S. Evans

Evans & Associates  
501 Brickell Key Drive  
Suite 300  
Miami, Florida 33131

**ARTICLE X**

In the absence of fraud, no contract or other transaction between this Corporation and any other person, corporation, firm, association or partnership shall be affected or invalidated by the fact that any director or officer of this Corporation is pecuniary or otherwise interested therein. Any director may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation for the purpose of authorizing any such contract or transaction with like force and effect as if he or she were not interested, or were not a director, member or officer of such other corporation, firm, association or partnership.

  
\_\_\_\_\_  
LAWRENCE S. EVANS

11, Inc., at the place  
act in this capacity.  
(1995) relative to

Dated: July 2, 1996.

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