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MAYNARD ABRAMS
1916-1992

PAUL B. ANTON
1927-1981

MILTON B. BLAUT X
ALAN B. COHN X
MAURICE M. GARCIA
GENE M. GLASSER X
WILLIAM B. KRAMER O
SCOTT A. ORTH
JENNIFER E. PRICE
LEONARD ROBB X
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SMI6-0001

July 24, 1996

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

RE: Stone Merchandising, Inc.

Dear Sir/Madam:

Enclosed for filing please find an original and one copy of the Articles of Incorporation for Stone Merchandising, Inc. Also enclosed is our firm check in the amount of \$87.50 to cover the filing fee and the fee for a certified copy. Please complete the necessary filing and return the certified copy to the undersigned.

Also enclosed is a duplicate of this letter, please date stamp and return in the envelope provided for your convenience.

Thank you for your prompt attention to this matter. Should you have any questions, please call.

Sincerely yours,


Gene K. Glasser

GKG:jah\168984

Enclosures

c: Mr. Leonard M. Goldstone

FILED
95 JUL 26 AM 11:11
TALLAHASSEE, FLORIDA

7-29-96
JD

ARTICLES OF INCORPORATION
OF
STONE MERCHANDISING, INC.

FILED
SEP 23 1961
CLERK OF DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

The undersigned incorporators of these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME: The name of this corporation shall be STONE MERCHANDISING, INC.

ARTICLE II

ADDRESS: The mailing address and street address of the initial principal office of the corporation shall be 2608 S.W. 55th Street, Fort Lauderdale, FL 33312.

ARTICLE III

NATURE OF BUSINESS: The corporation is organized for the purpose of transacting any and all business for which corporations may be formed under Chapter 607 of the Florida Statutes, as amended from time to time.

ARTICLE IV

CAPITAL STOCK: This corporation shall be authorized to issue 100 shares of \$1.00 par value common stock.

ARTICLE V

TERM OF EXISTENCE: This corporation shall have perpetual existence.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT: The name and street address of the initial registered agent of this corporation shall be: Leonard M. Goldstone, 2608 S.W. 55th Street, Fort Lauderdale, FL 33312.

ARTICLE VII

DIRECTORS: The corporation shall have one (1) director initially and the number of directors may be increased or decreased from time to time as provided by the By-Laws but shall never be less than one (1).

ARTICLE VIII

INITIAL DIRECTOR: The name and addresse of the initial director who shall hold office for the first year of existence of the corporation or until his successors have been elected and qualified is:

NAME

Leonard M. Goldstone

ADDRESS

2608 S.W. 55th Street
Fort Lauderdale, FL 33312

ARTICLE IX

INCORPORATOR: The name and address of the incorporator to these Articles of Incorporation is as follows:

NAME

Leonard M. Goldstone

ADDRESS

2608 S.W. 55th Street
Fort Lauderdale, FL 33312

ARTICLE X

INDEMNIFICATION: To the fullest extent permitted by the Florida Business Corporation Act, the Corporation may indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person (i) is or was a director of the Corporation; (ii) is or was an officer of the Corporation; (iii) is or was serving, at the request of the Corporation, as a director of another corporation, provided that such person is or was at the time a director of such other corporation serving at the request of the Corporation; or (iv) is or was serving, at the request of the Corporation, as an officer of another corporation, provided that such person is or was at the time an officer of such other corporation serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any such person. No person falling within the purview of this paragraph may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE XI

EFFECTIVE DATE: These Articles of Incorporation shall be effective upon approval by the Secretary of State of the State of Florida.

ARTICLE XII

AMENDMENT: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by a majority of the shareholders entitled to vote thereon, unless all of the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

The undersigned incorporator has executed these Articles of Incorporation this 17 day of July, 1996.

Leonard M. Goldstone
LEONARD GOLDSTONE

ACCEPTANCE OF REGISTERED AGENT

Having been named as the Registered Agent to accept service of process for STONE MERCHANDISING, INC. at the place designated in the Articles of Incorporation, I agree to act in this capacity, I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of the Registered Agent.

Dated: July 17, 1996.

Leonard M. Goldstone

LEONARD M. GOLDSTONE

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FILED
96 JUL 26 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA