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A Professional Association

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Division of Corporations
Department of Banking and Finance
P. O. Box 6327
Tallahassee, FL 33301

000001955780
-09/25/96-01013--005
***122.50 ***122.50

09/20/1996

RE: ZOE ROSE, INC. - Incorporation
OUR FILE NUMBER: 3393

Gentlemen:

Enclosed please find two (2) originals of the Articles of Incorporation for ZOE ROSE, INC., and our trust account check in the amount of \$122.50 representing your cost for filing the Articles of Incorporation.

Please proceed to immediately file the enclosed Articles of Incorporation, then return a certified copy of the Secretary's Certificate to the undersigned along with one copy of the Articles.

Thank you for your prompt attention to this matter.

Very truly yours,

GOTTLIEB & GOTTLIEB, P.A.

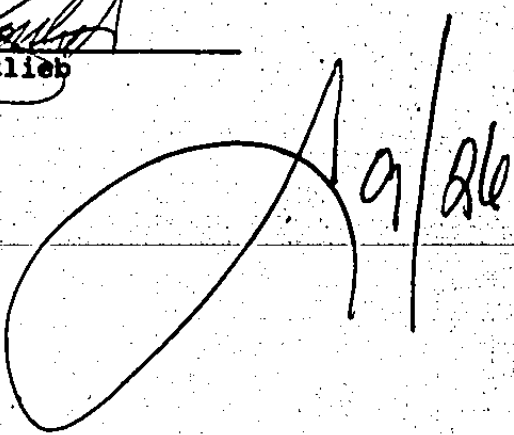

Bruce M. Gottlieb

BMG/aw
Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 SEP 24 PM 12:01

FILED



ARTICLES OF INCORPORATION
OF
ZOE ROSE, INC.

FILED
96 SEP 24 PM 12:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The Undersigned for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE ONE

NAME

The name and principal address of the corporation is ZOE ROSE, INC., at 2319 South University Drive, Davie, Florida 33324.

ARTICLE TWO

DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE

PURPOSE

The corporation may transact any and all lawful business for which corporations may incorporate under the Florida General Corporation Act.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is ten million (10,000,000), all of which shall be common shares with a par value of One Dollar (\$1.00).

ARTICLE FIVE

PRE-EMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full pre-emptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE SIX

REGISTERED OFFICE

The street address of the initial registered office of the corporation is 125 North 46 Avenue, Hollywood, Florida 33021, and the name of the initial registered agent is at such address is Bruce M. Gottlieb.

ARTICLE SEVEN

DIRECTORS

The Board of Directors of the Corporation shall consist of three (3). The number of directors is to be set by the shareholders at a meeting called for that purpose.

The names and addresses of the first Board of Directors are:

Cheryl Levine	2319 South University Drive Davie, FL 33324
Stephen L. Levine	2319 South University Drive Davie, FL 33324
Shana Kayton	2319 South University Drive Davie, FL 33324

ARTICLE EIGHT

INCORPORATORS

The name and address of the incorporator is:

NAME	ADDRESS
Bruce M. Gottlieb	125 North 46th Avenue Hollywood, FL 33021

IN WITNESS WHEREOF, I have subscribed my name, on this
20th day of September, 1996.

I hereby am familiar with and accept the duties and
responsibilities as registered agent for said corporation.

Bruce M. Gottlieb
Bruce M. Gottlieb
Incorporator and Registered Agent

96 SEP 24 PM 12:01
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 20th
day of September, 1996, by Bruce M. Gottlieb, who is
personally known to me or has produced N/A as
identification and did take an oath.

Angela Williams
Notary Public
My Commission Expires:

OFFICIAL NOTARY SEAL
ANGELA WILLIAMS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC299514
MY COMMISSION EXP. AUG. 26, 1997

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