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9/26/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: ACE INDUSTRIES, INC.
CONTACT: LYNN FRIEDMAN
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NAME: NICHE DESIGN, INC.

AUDIT NUMBER.....H96000013541

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 1

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ARTICLES OF INCORPORATION

FILED

of NICHE DESIGN, INC.

96 SEP 26 PM 5:52

a CORPORATION FOR PROFIT formed under the Florida General Corporation Act.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 1: Name of the Corporation: NICHE DESIGN, INC.

Address of the Corporation: 1521 ALTON ROAD SUITE 68

MIAMI BEACH, FLORIDA 33139

Article 2: DURATION: Term of existence of the corporation is perpetual.

Article 3: PURPOSE: The Corporation may transact any and all lawful business for which corporations may be incorporated under the Laws of the UNITED STATES and the STATE OF FLORIDA.

Article 4: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 100.
PAR VALUE \$0.0001 (Information about PAR VALUE is not required but may be included).

Article 5: REGISTERED OFFICE: The street address of the initial registered office of the corporation shall be:

1621 COLLINS AVENUE SUITE 404, MIAMI BEACH, FLORIDA 33139

and the name of the initial registered agent at such address is GEORGE DOLOFAN

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

George Dolofan
Signature of Registered Agent
GEORGE DOLOFAN

9/26/96

Date

Article 6: The board of directors are as follows:

The name and address of the Initial Director: (All persons listed after the first are additional directors)

1. CYNTHIA BENEDE

GEORGE DOLOFAN

1621 COLLINS AVENUE SUITE 404

1621 COLLINS AVENUE SUITE 404

MIAMI BEACH, FLORIDA 33139

MIAMI BEACH, FLORIDA 33139

Article 7: The Name and address of the Incorporator is:

GEORGE DOLOFAN

1621 COLLINS AVENUE SUITE 404

MIAMI BEACH, FLORIDA 33139

In witness whereof I have subscribed my name

George Dolofan
Signature of Incorporator
GEORGE DOLOFAN

PREPARED BY:
ace INDUSTRIES, INC.
54 NW 11th Street
Miami, FL 33138
305-358-2571

H96-13541

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Request for Articles of Amendment

Attn: **DIVISION OF CORPORATIONS**
P.O BOX 6327
TALLAHASSEE, FLORIDA 32314

Date: December 3, 1996

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*****35.00 *****35.00

Company: **NICHE DESIGN INC.**
Return Address: **1521 Alton Road #68, Miami Beach, Florida 33139**
Telephone: **305.538.9846**
Fax: **305.538.9538**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

NICHE DESIGN INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

1. AMENDMENT #1:

ARTICLE #6: The initial director listed as **CYNTHIA BENEDIK,**
1621 COLLINS AVENUE SUITE 404, MIAMI BEACH, FLORIDA 33139
shall be deleted and **GEORGE DOLOFAN, 1621 COLLINS AVENUE,**
SUITE 404, MIAMI BEACH, FLORIDA 33139 shall resume as the

Initial director. The name of GEORGE DOLOFAN will be the only name
listed in ARTICLE #6. There will be no additional directors.

2. CHANGES IN SHARES: (NOT APPLICABLE)

3. DATE OF ADOPTION OF AMENDMENT #1: DECEMBER 3, 1996

4. ADOPTION OF AMENDMENT: (check one)

- The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.
- The amendment was approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment:

"The number of votes cast for the amendment was sufficient
for approval by _____
voting group

- The amendment was adopted by the board of directors without shareholder action and shareholder action was not required.

✓ The amendment was adopted by the incorporators without shareholder action and shareholder action was not required. (new company - shares have not been sold yet. N/A).

Signed this day 3rd of December, 19 96.

Signature _____

George Dolofan
Incorporator

GEORGE DOLOFAN
INCORPORATOR

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TALLAHASSEE, FLORIDA