

P96000083191

October 2, 1996

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

100001964911  
-10/04/96--01033--009  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sirs:

Enclosed are the Articles of Incorporation of CAPRICE GROUP INC., along with check #2089  
in the amount of \$122.50 to cover the filing fees for the formation of the company.

Please acknowledge receipt and filing status of same.

Sincerely,

*Margarita Gutstein*

Margarita Gutstein  
11430 S.W. 103 Street  
Miami, Florida 33176  
Phone: (305) 595-9618

FILED  
96 OCT -4 PM 11:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*m* Oct 9 1996

ARTICLES OF INCORPORATION  
OF  
CAPRICE GROUP INC.

\*\*\*\*\*

FILED  
96 OCT -4 AM 11:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME:**

The name of the Corporation is: CAPRICE GROUP INC.

**ARTICLE II - DURATION:**

This Corporation shall have perpetual existence.

**ARTICLE III - PURPOSE:**

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

**ARTICLE IV - CAPITAL STOCK:**

This Corporation is authorized to issue one hundred (100) shares of stock having no par value, common stock, which shall be designated as "Common Stock."

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT:**

The street address of the initial registered office of this Corporation is: 11430 S.W. 103 Street, Miami, Florida 33176. The name of the initial registered agent of this Corporation at that address is: MARGARITA GUTSTEIN.

**ARTICLE VI - PRINCIPAL PLACE OF BUSINESS:**

The principal place of business of the Corporation shall be: 11430 S.W. 103 Street, Miami, Florida 33176. However, the Board of Directors shall have the right at any time to change the principal place of business and/or to establish other offices or places of business as may be deemed best in the interest of the Corporation, within or without the United States, within or without the State of Florida.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS:**

The initial Board of Directors shall consist of three (3) persons. The number of Directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial Board of Directors are:

JOSE GUTSTEIN  
11430 S.W. 103 Street  
Miami, Florida 33176

MARGARITA GUTSTEIN  
11430 S.W. 103 Street  
Miami, Florida 33176

MIRON GUTSTEIN  
11430 S.W. 103 Street  
Miami, Florida 33176

**ARTICLE VIII - INITIAL OFFICERS:**

This Corporation shall have three (3) Officers initially. The names and addresses of the Officers who shall hold office for the first year of the Corporation's existence and until their successors are elected and will have qualified are as follows:

JOSE GUTSTEIN  
11430 S.W. 103 Street  
Miami, Florida 33176

MARGARITA GUTSTEIN  
11430 S.W. 103 Street  
Miami, Florida 33176

MIRON GUTSTEIN  
11430 S.W. 103 Street  
Miami, Florida 33176

**ARTICLE IX - INCORPORATOR:**

The name of the person signing these Articles of Incorporation is: MARGARITA GUTSTEIN.

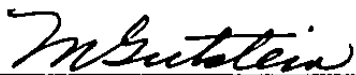
**ARTICLE X - BYLAWS:**

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors and the Shareholders.

**ARTICLE XI - AMENDMENTS:**

This Corporation reserves the right to amend, alter, change or otherwise repeal any provisions contained in the Certificate of Incorporation either now or hereafter prescribed by law with all rights conferred on Shareholders granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 24<sup>th</sup> day of October, 1996.

  
\_\_\_\_\_  
MARGARITA GUTSTEIN

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA -  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

---

IN COMPLIANCE WITH SECTION 48.091 OF THE FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED:

FIRST -- CAPRICE GROUP INC., desiring to organize or qualify under the Laws of the State of Florida, with its principal place of business in the City of Miami, County of Dade and State of Florida, has named MARGARITA GUTSTEIN of 11430 S.W. 103 Street, Miami, Florida 33176 as its agent to accept service of process within the State of Florida.



---

JOSE GUTSTEIN, President  
Dated: October 2<sup>ND</sup>, 1996

SECOND -- HAVING been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.



---

MARGARITA GUTSTEIN, Registered Agent  
Dated: October 2<sup>ND</sup>, 1996

FILED  
96 OCT -4 PM 11:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA