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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 21, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: BOUCHE A BOUCHE, INC.
REF: W96000022375

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The corporate name must be identical throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

FAX Aud. #: H96000014780
Letter Number: 996A00048479

RECEIVED

95 OCT 21 PM 14:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
BOUCHE A BOUCHE, INC.

ARTICLE I - NAME

The name of this corporation is BOUCHE A BOUCHE, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 7329
COLLINS AVENUE MIAMI BEACH, FLORIDA 33140.

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 7329 COLLINS AVENUE MIAMI BEACH, FLORIDA 33140 and the name of the initial registered agent of this corporation at that address is ISAAC CHEKROUN.

Kim Marks, CPA
(305) 895-5815
11900 Biscayne Blvd. #290
N. Miami, FL 33181

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ARTICLE VII - INCORPORATORS

The name and address of each person signing these Articles is:

NAME _____ ADDRESS _____

ISAAC CHECKROUN

7329 COLLINS AVENUE
MIAMI BEACH FLORIDA 33140

ARTICLE VIII - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this October 18, 1996.


Signature/Title

Signature/Title

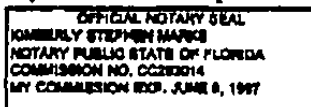
STATE OF FLORIDA
COUNTY OF DADE

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared ISAAC CHECKROUN, the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this October 18, 1996.


Notary Public, State of Florida at Large

My commission Expires:



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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, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT ROUCHE A ROUCHE, INC.
(Name of Corporation)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI BEACH, STATE OF FLORIDA 33140, HAS NAMED ISAAC CHEKROUN, LOCATED AT 7322 COLLINS AVENUE, STATE OF FLORIDA 33140, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE [Signature]
(Corporate Officer)

TITLE President

DATE 10/21/96

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 PERFORMANCE OF MY DUTIES.

SIGNATURE [Signature]
(Resident Agent)

DATE 10/21/96

FILED
96 OCT 22 10 40
CLERK OF DISTRICT COURT
SOUTH DARIEN COUNTY, FLORIDA

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