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A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

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RUSLEY C. MEEKER (1931-1995)

*Member of Florida and
Massachusetts Bars

November 13, 1996

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

Re: Articles of Incorporation
Sophie's Creations, Inc.

400002005654--1
-11/15/96--01039--007
****122.50 ****122.50

To whom it may concern:

I am enclosing the original executed Articles of Incorporation for Sophie's Creations, Inc. I am also enclosing a check in the amount of \$122.50 made payable to Secretary of State which sum represents the filing fee including certified copies.

If you have any question, please contact Joseph F. Keeley or Shannon in this office.

Sincerely,

Joseph F. Keeley, P.A.

By: 

JFK.skv

Enclosures noted

STATION IS FILED
NOV 15 1996
TALLAHASSEE, FLORIDA

g/j/20/96

RECEIVED
FILED
JAN 15 1968
BOSTON

**ARTICLES OF INCORPORATION
OF
SOPHIE'S CREATIONS, INC.**

Article 1 - Name

The name of this corporation is Sophie's Creations, Inc.

Article 2 - Duration

This corporation shall exist perpetually commencing on the date of the filing of these Articles of Incorporation with the Department of State.

Article 3 - Purpose

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

Article 4 - Capital Stock

This corporation is authorized to issue One Thousand (1,000.00) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

Article 5 - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is:

6562 Boca Del Mar Drive
#723
Boca Raton, Florida 33433

and the name of the initial registered agent of this corporation at that address is: Sophie E. Diaz.

Article 6 - Principal Office and Mailing Address

The principal office of this corporation is:

7040 W. Palmetto Park Road
#433
Boca Raton, Florida 33433

and the mailing address of this corporation is:

7040 W. Palmetto Park Road
#433
Boca Raton, Florida 33433

Article 7 - Management of Corporation by Shareholders

All corporate powers shall be exercised by or under the authority of, the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

Article 8 - Incorporator

The name and address of the persons signing these articles is:

Sophie E. Diaz
6562 Boca Del Mar Drive
#723
Boca Raton, Florida 33433

Article 9 - Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

Article 10 - Indemnification

The corporation shall indemnify any officer, or any former officer to the full extent permitted by law.

Article 11 - Amendment

This corporation reserves the right to amend or repeal any provisions 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 12th day of November, 1996.



SOPHIE E. DIAZ
INCORPORATOR

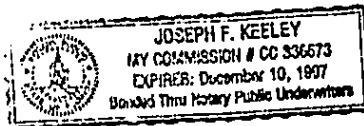
STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Sophie E. Diaz who is personally known to me, who executed and acknowledged before me that said person executed the foregoing articles of incorporation and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the state and county aforesaid this 12th day of November, 1996.

My Commission Expires:


Notary Public



**ACCEPTANCE BY REGISTERED AGENT
OF
SOPHIE'S CREATIONS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 NOV 15 PM 12:02

Having been named to accept service of process for the above stated corporation at the place designated, I hereby accept to act in this capacity and agree to comply with the provisions of chapter 48.091, Florida Statutes, relative to keeping open said office.



SOPHIE E. DIAZ

C:\WP51\REFILES\REFORMS\DIAZ\ART. INC