

**KANTOR,
SAPURSTEIN
& BLOCH P.A.**

ATTORNEYS AT LAW

CHARLES KANTOR
BERTRAM A. SAPURSTEIN
BRUCE E. BLOCH

P9600000 98725

November ²⁶12, 1996

FILED
NOV 12 1996
TALLAHASSEE, FLORIDA

Secretary of State
Corporate Records Bureau
P.O. Box 6327
Tallahassee, Florida 32301

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Re: JEFFREY HOWARD DESIGNER, INC.
Articles of Incorporation

Dear Secretary of State:

Enclosed please find original and one copy of Articles of Incorporation for JEFFREY HOWARD DESIGNER, INC., with our check in the amount of \$122.50 for the filing of same, with the copy to be returned to our office for our records.

If there is any question or delay in transmitting these Articles back to us, kindly call the undersigned as soon as possible.

Very truly yours,

KANTOR & SAPURSTEIN, P.A.

BERTRAM A. SAPURSTEIN

BAS/mc
Enc.

9700 S. DIXIE HIGHWAY
SUITE 1000
MIAMI, FL 33156
PHONE # (305) 670-9500
FAX # (305) 670-6900

**ARTICLES OF INCORPORATION
OF
JEFFREY HOWARD DESIGNER, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is JEFFREY HOWARD DESIGNER, INC.

ARTICLE II - BEGINNING OF CORPORATE EXISTENCE

The existence of this corporation shall commence on the ____ day of November; provided that such day is allowable pursuant to Florida law for the commencement of corporate existence.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of stock shall be as follows:

<u>NUMBER OF SHARES AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>	<u>CLASS OF STOCK</u>
100	\$1.00	Common

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or the series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation's principal office and of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such address are as follows:

REGISTERED AGENT

JEFFREY HOWARD

**STREET ADDRESS OF
PRINCIPAL/REGISTERED OFFICE**2801 Florida Avenue
Coconut Grove, Florida 33133**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have the below-named directors. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The initial directors of this corporation shall be the Incorporators named below.

JEFFREY HOWARD	-	PRESIDENT
ELLIOT DINNERSTEIN	-	SECRETARY/TREASURER

ARTICLE VIII - INCORPORATORS

The names and address of the persons signing these articles are:

<u>NAME</u>	<u>ADDRESS</u>
JEFFREY HOWARD	2801 Florida Avenue Coconut Grove, Florida 33133
ELLIOT DINNERSTEIN	2801 Florida Avenue Coconut Grove, Florida 33133

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

ARTICLE X - AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to his reservation.

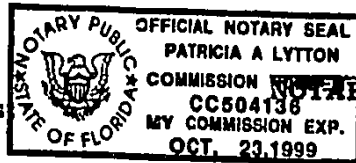
IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation as of this 15 day of November, 1998.


JEFFREY HOWARD


ELLIOT DINNERSTEIN

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

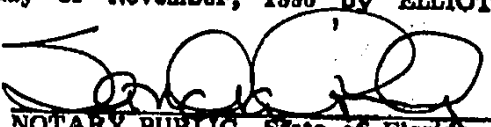
The foregoing Articles of Incorporation were executed and acknowledged before me this 15 day of November, 1998 by JEFFREY HOWARD, as Incorporator.



My commission expires

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

The foregoing Articles of Incorporation were executed and acknowledged before me this 15 day of November, 1998 by ELLIOT DINNERSTEIN, as Incorporator.


NOTARY PUBLIC, State of Florida

My commission expires



NOV-14-98 THU 16:28

KANTOR & SAPURSTEIN P.A.

FAX NO. 305 870 8900

P.08

CERTIFICATE OF REGISTERED AGENT

Having been named to accept service of process for JEFFREY HOWARD DESIGNER, INC., a Florida corporation, at the place designated in the Articles of Incorporation of said corporation, 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.

DATED this 15th day of NOVEMBER, 1998.


JEFFREY HOWARD

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE