

P96000101968

IRWIN BERNSTEIN  
2851 S. OCEAN BLVD.  
BOCA RATON, FL. 33432  
561-750-5501

November 19, 1996

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

000002030920--9  
-12/17/96--01099--009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Incorporation of MS. GOLDEN AGE AMERICA, INC.

Gentlemen:

Enclosed please find Articles of Incorporation together with appropriate filing fee of \$70.00. payable to the "Secretary of State"

After filing, kindly acknowledge receipt.

Very truly yours,

*Irwin Bernstein*

IRWIN BERNSTEIN  
enc. check \$70.

FILED  
96 DEC 16 PM 1:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

REC-042351A DEC 18 1996

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is MS. GOLDEN AGE AMERICA, INC.

ARTICLE II - DURATION

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

ARTICLE III - 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, as now exists or may hereafter be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ONE HUNDRED (100) shares of One Dollar (\$1.00.) par value common stock which shall be designated as "common shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, 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 - CORPORATION'S PRINCIPAL OFFICE

The corporation's Principal Office and it's mailing address is:

102 N.E. 2ND STREET - # 281  
BOCA RATON, FL 33432

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

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

102 N.E. 2ND STREET - # 281  
BOCA RATON, FL 33432

and the name of the initial registered agent of this corporation at that address is:

IRWIN BERNSTEIN  
2851 S. OCEAN BLVD.  
BOCA RATON, FL 33432

FILED  
96 DEC 16 PM 1:53  
DEPT. OF STATE  
TALLAHASSEE, FL 32304

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have three Directors constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five Directors. The name and addresses of the initial Board of Directors of the corporation is:

IRWIN BERNSTEIN  
2851 S. OCEAN BLVD.  
BOCA RATON, FL. 33432

ARNOLD LEIRIAO  
5678 A FOX HOLLOW DRIVE  
BOCA RATON, FL 33433

ROBERT J. LAWTON  
22052 PALMS WAY - # 105  
BOCA RATON, FL 33433

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator signing these Articles:

IRWIN BERNSTEIN  
2851 S. OCEAN BLVD.  
BOCA RATON, FL 33432

ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Article 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 this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 18 day of November 1996, as the incorporating person as well as the Registered Agent and in such capacity as the Registered Agent accepts such designation, stating "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation" and has set his hand and seal the said 18 day of November, 1996.

Irwin Bernstein (L.S.)

STATE OF FLORIDA

)  
SS:  
)

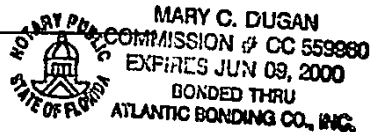
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared, IRWIN BERNSTEIN, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purpose expressed therein, at the same time accepting the designation as Registered Agent of the said corporation.

IN WITNESS WHEREOF, I have set my hand and Seal in the State and County above, this 6th day of December, 1996

Mary C. Dugan  
NOTARY PUBLIC, State of Florida

My Commission expires:



FILED  
96 DEC 16 PM 1:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA