

P96000103832

LAW OFFICES

GUY SPIEGELMAN

SUITE 400 ROBERTS BUILDING

28 WEST FLAGLER STREET

MIAMI, FLORIDA 33130

TELEPHONE (305) 373 6634

December 18, 1996

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

Re: Karen and Company, Inc.

Dear Sir/Madam,

Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced corporation.

Also enclosed is my trust account check in the amount of \$78.75, for the filing fee, designation fee and certificate of status.

Please incorporate this corporation, and forward the proof of filing and a certificate of status to this office.

Thank you for your assistance in this regard.

Sincerely,

Guy Spiegelman

GS/kj
Enclosures

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78.75

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12/27

ARTICLES OF INCORPORATION

OF

KAREN AND COMPANY, INC.

ARTICLE I

NAME

Karen and Company, Inc.

ARTICLE II

DURATION

This corporation is to have perpetual existence.

ARTICLE III

PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares at \$1.00 par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 22300 Calibre Court, Apt. 1407, Boca Raton, FL

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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33433, and the name of the initial agent of this corporation is KAREN FUSS. The mailing address of the corporation shall be 22300 Calibre Court, Apt. 1407, Boca Raton, FL 33433.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The number of directors constituting its initial Board of Directors is one (1), whose name and address is: KAREN FUSS, 22300 Calibre Court, Apt. 1407, Boca Raton, FL 33433.

ARTICLE VII

INCORPORATOR

KAREN FUSS, 22300 Calibre Court, Apt. 1407, Boca Raton, FL 33433.

ARTICLE VIII

INDEMNIFICATION

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

ARTICLE IX

AMENDMENT

The 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 subscribers have executed these Articles of Incorporation this 22nd day of November 1996.

Karen Fuss 11/22/96
KAREN FUSS

STATE OF FLORIDA)
COUNTY OF DADE) ss:

Karen Fuss
FL Drivers License F200-505-60890-0

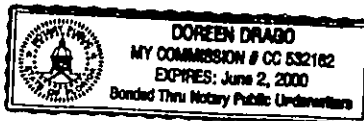
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to administer oaths and take acknowledgments, personally appeared **KAREN FUSS** who is personally known to me, or (X) who has produced Florida Drivers License as identification and who () did (X) did not take an oath, and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 22nd day of November, A.D. 1996.

Doreen Drago
Notary Public, State of Florida

My Commission expires:

Doreen Drago
Printed name of Notary



CERTIFICATE DESIGNATING PLACE OR BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE.
NAMING AGENT UPON WHICH PROCESS MAY BE SERVED


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DIVISION
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In pursuant of Chapter 48.091, Florida Statutes, the following is submitted, in Compliance with said Act:

FIRST: That KAREN AND COMPANY, INC. desiring to organize under the laws of the State of Florida with the Registered Office as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named **KAREN FUSS**, as its Registered Agent to accept service of process within the State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY REGISTERED AGENT)

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


By: KAREN FUSS
Registered Agent