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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN, P.A.
CONTACT: BEVERLY O RIEDY
PHONE: (305) 372-5000

ACCT#: 076030000723

FAX #: (305) 372-0052

NAME: LAURA & RAY CORPORATION

AUDIT NUMBER.....H97000000947

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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1/16/97

SENT BY:

1-16-87 : 2:38PM ;

GEIGER KASDIN -

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FA#: H97-947

**ARTICLES OF INCORPORATION OF
LAURA & RAY CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of the Corporation is LAURA & RAY CORPORATION.

**ARTICLE II
DURATION**

This Corporation shall commence its existence upon the filing of these Articles of Incorporation and shall continue perpetually thereafter.

**ARTICLE III
PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

**ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the corporation is: c/o Jonathan A. Heller, Esq., 1428 Brickell Avenue, 6th Floor, Miami, FL 33131.

**ARTICLE V
CAPITAL STOCK**

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

Jonathan A. Heller, Esq.
GEIGER, KASDIN, HELLER, KUPERSTEIN,
CHAMES & WEIL, P.A.
1428 Brickell Avenue, 6th Floor
Miami, Florida 33131
Telephone: (305) 372-5000
Facsimile: (305) 372-0052
Florida Bar Number: 816469

FA#: H97-947

FA#: H97-947

**ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial Registered Office of this Corporation is 1428 Brickell Avenue, 6th Floor, Miami, Florida 33131, and the name of the initial Registered Agent of this Corporation at that address is JONATHAN A. HELLER, ESQ.

**ARTICLE VII
INCORPORATOR**

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

Name

JONATHAN A. HELLER, ESQ.

Address

1428 BRICKELL AVENUE, 6TH FLOOR
MIAMI, FLORIDA 33131**ARTICLE VIII
POWERS**

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

**ARTICLE IX
AMENDMENT**

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

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GEIGER KASDIN -

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**ARTICLE X
OFFICERS**

The following shall be the officers of the Corporation:

President/Secretary

LAURA DORMAN

Vice-President/Treasurer

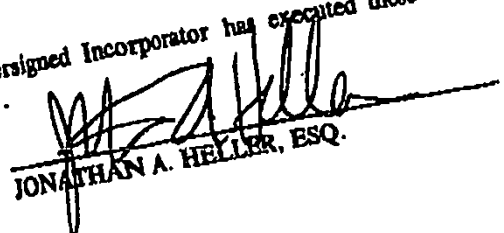
RAYMOND NEWTON

**ARTICLE XI
DIRECTORS**

The following shall be the directors of the Corporation:

LAURA DORMAN
RAYMOND NEWTON

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 16th day of JANUARY, 1997.


JONATHAN A. HELLER, ESQ.

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CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED

97 JAN 16 PM 4: 24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

THAT LAURA & RAY CORPORATION, DESIRING TO ORGANIZE OR QUALIFY UNDER
THE LAWS OF THE STATE OF FLORIDA, HAS NAMED JONATHAN A. HELLER, ESQ.,
LOCATED AT 1428 BRICKELL AVENUE, 6TH FLOOR, MIAMI, DADE COUNTY, FLORIDA,
33131, ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF
FLORIDA.


JONATHAN A. HELLER, ESQ.

Incorporator
TITLE

01/16/97
DATE

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 THE CAPACITY OF REGISTERED AGENT, AND I FURTHER AGREE TO COMPLY WITH
THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.


JONATHAN A. HELLER, ESQ.

FA#: H97-947