



THE UNITED STATES
CORPORATION
COMPANY

P97000041258

ACCOUNT NO. : 072100000032

REFERENCE : 358576 9267A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pugh

ORDER DATE : May 7, 1997

ORDER TIME : 10:51 AM

ORDER NO. : 358576-005

CUSTOMER NO: 9267A

700002172417--7

CUSTOMER: Wm. Middlethon, Jr., Esq
WILLIAM R. MIDDELTHON, JR., ESQ

5th Floor, Coconut Grove Bank
2701 South Bayshore Drive
Miami, FL 33133-5387

DOMESTIC FILING

NAME: MOONSTONE, INC.

EFFECTIVE DATE:

XX- ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

Dmc5/8/97

FILED
91 MAY -8 AM 8:57
SEC. OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
XX- MAY 9 PM 4:09
DIVISION OF CORPORATIONS

FILED

97 MAY -8 AM 8:57

ARTICLES OF INCORPORATION
OF
MOONSTONE CANDLES, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MOONSTONE CANDLES, INC.

The address of the principal office of this corporation shall be 1110 Brickell Avenue, Suite 808, Miami, Florida 33131 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation, including, without limitation, to manufacture, distribute, and sell candles, and to conduct any other business not prohibited under the laws of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially.

The names and addresses of the initial members of the
Board of Directors are:

Leopold Dee Dir.	1110 Brickell Avenue, Suite 808 Miami, Florida 33131
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Leonard P. Vitello, Jr. Dir.	Same
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Timothy Malone Dir.	Same
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ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to
these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company on May 8, 1997.

CORPORATION SERVICE COMPANY

By: Gail Shelby
Its Agent, Gail Shelby

FILED

97 MAY -8 AM 8:57

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

SEC. STATE
TALLAHASSEE, FLORIDA

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Gail Shelby

Its Agent, Gail Shelby

CLD/das