

P97000044565



ACCOUNT NO. : 072100000032

REFERENCE : 397967 4303929

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pignatelli

ORDER DATE : May 20, 1997

ORDER TIME : 9:25 AM

ORDER NO. : 397967-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein
GREENBERG TRAURIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

700002185047--7

DOMESTIC FILING

NAME: PILLOW TALK, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS: _____

FILED
MAY 20 PM 12:10
TALLAHASSEE, FLORIDA
STATE OF FLORIDA
DIVISION OF CORPORATIONS

64 MAY 20 1997

ARTICLES OF INCORPORATION
OF
PILLOW TALK, INC.

FILED
97 MAY 20 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is PILLOW TALK, INC. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 2401 Douglas Road, Miami, Florida 33145.

ARTICLE III

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

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$ 0.01	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the shares entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301, and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is two (2), and

the names and addresses of the members of the initial Board of Directors who will serve as the Corporation's directors until successors are duly elected and qualified are:

Sandra Vazquez
2401 Douglas Road
Miami, Florida 33145

Jacqueline S. Siegel
2401 Douglas Road
Miami, Florida 33145


ARTICLE VII

The name of the Incorporator is Daniel E. Reed and the address of the Incorporator is 1221 Brickell Avenue, Suite 1900, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 19th day of May, 1997.


Daniel E. Reed, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of PILLOW TALK, INC. accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Corporation Service Company


By: Karen Rozar, As Agent

Dated: May 20, 1997

FILED
97 MAY 20 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA