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May 28, 1997

Department of State  
New Filing Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-05/30/97--01099--003  
\*\*\*\*122.50 \*\*\*\*122.50

Re: INCORPORATION OF ETERNALLY WILD, INC.

Dear New Filing Section:

Enclosed is an original and one (1) copy of the Articles of Incorporation and a Designation and Acceptance of Registered Agent for a new Florida Corporation to be named ETERNALLY WILD, INC.

Please provide a certificate of status and a certified copy of these articles.

A check for \$122.50 made payable to the Secretary of State is enclosed.

Please send the documents to the undersigned.

If you have any questions do not hesitate to contact me.

Sincerely,

  
Steven H. Feldman, Esquire

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97 MAY 30 AM 9:12  
TALLAHASSEE, FLORIDA  
STATE

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97 MAY 30 AM 9:12

TALLAHASSEE STATE  
FLORIDA

ARTICLES OF INCORPORATION  
OF  
ETERNALLY WILD, INC.  
A Florida Corporation

The undersigned, acting as Incorporator of **ETERNALLY WILD, INC.**, a Florida Corporation (the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I.

CORPORATE NAME.

The name of the Corporation is: ETERNALLY WILD, INC.

ARTICLE II.

PRINCIPAL OFFICE.

The principal place of business and mailing street address of this Corporation is: 12651 West County Road 318, Flemington, Florida 32696.

The Board of Directors may, from time to time, move the principal office of the Corporation to any other address in Florida.

ARTICLE III.

CAPITAL STOCK.

The number of shares of stock that this Corporation is authorized to issue is One Hundred (100) shares of Common Stock with par value of One Dollar (\$1.00) per share.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the Incorporators or by the Directors at a meeting called for such purpose.

**ARTICLE IV.**

**INITIAL REGISTERED AGENT AND OFFICE.**

The street address of the initial registered office of the Corporation is 12651 West County Road 318, Flemington, Florida 32696 and the name of the initial Registered Agent of the Corporation at that address is Diana Rivera.

**ARTICLE V.**

**INCORPORATOR.**

The name and street address of the Incorporator of the Corporation is:

<b><u>Name</u></b>	<b><u>Address</u></b>
Diana Rivera	P.O. Box 11679 Fort Lauderdale, Florida 33339

**ARTICLE VI.**

**INITIAL CAPITAL.**

The amount of capital with which this Corporation shall begin business is not less than Five Hundred Dollars (\$500.00).

**ARTICLE VII.**

**TERM OF EXISTENCE.**

The Corporation shall have perpetual duration.

**ARTICLE VIII.**

**DIRECTORS.**

The Corporation shall initially have one (1) Director to hold office until the first Annual Meeting of Shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be fewer than one (1). Directors need not be stockholders.

In order to induce officers or directors of the Corporation to serve or continue to serve as such, the Corporation shall

indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the Corporation, and any person who serves at the request of this Corporation as a director or officer of any other Corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of the Corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability; provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of the Corporation are pecuniarily or otherwise interested in or are directors or officers of such other Corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the Corporation who is also a director or officer of such other Corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other Corporation or not so interested.

**ARTICLE IX.**

**INITIAL DIRECTOR**

The name and address of the initial Director of the Corporation is:

Name  
Diana Rivera

Address  
P.O. Box 11679  
Fort Lauderdale, Florida 33339

**ARTICLE X.**

**BYLAWS**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Stockholders.

**ARTICLE XI.**

**CALLING OF SPECIAL MEETINGS.**

Special meetings of Stockholders may be called by a majority of the stockholders.

**ARTICLE XII.**

**STOCKHOLDER QUORUM AND VOTING.**

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the stockholders.

If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the stockholders.

**ARTICLE XIII.**

**AMENDMENTS.**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by the majority of the stock entitled to vote thereon.

ARTICLE XIV.

NATURE OF BUSINESS.

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the United States and the State of Florida.

ARTICLE XV.

DATE OF COMMENCEMENT OF CORPORATE EXISTENCE.

The date of commencement of Corporate existence of the Corporation shall be upon filing hereof in the office of the Secretary of State.

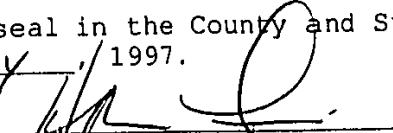
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 23<sup>rd</sup> day of May, 1997.

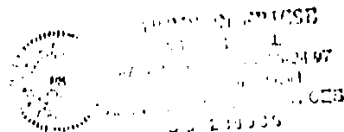
  
DIANA RIVERA, Incorporator

STATE OF FLORIDA )  
                          )SS:  
COUNTY OF BROWARD)

I HEREBY CERTIFY THAT on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared DIANA RIVERA, who first being duly sworn, states that she has read the foregoing Articles of Incorporation, is aware of its contents and has signed the same as Incorporator, and she has before me affixed her signature to the Articles of Incorporation the date last above stated; and she took an oath and is personally known to me or produced \_\_\_\_\_ as identification.

WITNESS my hand and official seal in the County and State named above this 23 day of MAY, 1997.

  
NOTARY PUBLIC, STATE OF  
FLORIDA



**Certificate of Designation and Acceptance of Registered Agent/  
Registered Office for a Florida Corporation**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent, in the State of Florida.

1. The name of the corporation is: ETERNALLY WILD, INC.
2. The name of the registered agent is: DIANA RIVERA.
3. The address of the registered agent and registered office of the Corporation is:

Diana Rivera  
12651 West County Road 318  
Flemington, Florida 32696

HAVING BEEN NAMED AS REGISTERED AGENT AND DESIGNATED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE CORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
DIANA RIVERA

Date: 5-23-97

FILED  
97 MAY 30 AM 9:12  
STATE  
TALLAHASSEE, FLORIDA