

P 9700004888/



ACCOUNT NO. : 072100000032

REFERENCE : 411361 4331939

AUTHORIZATION : Patricia Piquero

COST LIMIT : \$ 122.50

ORDER DATE : June 2, 1997

ORDER TIME : 9:34 AM

ORDER NO. : 411361-005

CUSTOMER NO: 4331939

700002199157--8

CUSTOMER: Diane Wolf, Legal Asst
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P.A.
515 East Las Olas Boulevard
Suite 1500
Fort Lauderdale, FL 33301

DOMESTIC FILING

NAME: LUMIERE LITERATURE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

687-12823
00192

ALL/AMMOBILE/FLORIDA

97 JUN -3 PM 3:13

RECEIVED
97 JUN -3 AM 8:39
DIVISION OF CORPORATION

JUN



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 3, 1997

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301-2607

SUBJECT: LUMIERE LITERATURE, INC.
Ref. Number: W97000012923

RESUBMIT

Please give original
submission date as file date.

We have received your document for LUMIERE LITERATURE, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

Please list the street address of each officer/director. If the officer/director does not have a street address, list the mailing address and write (N/A).

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 497A00029830

*Need Back Today if possible.
Thanks*

57 JUN -3 PM 1:51
RECEIVED

**ARTICLES OF INCORPORATION
OF
LUMIERE LITERATURE, INC.**

(a Florida corporation)

FILED
97 JUN -3 PM 3:13
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Corporation is **LUMIERE LITERATURE, INC.** (hereinafter called the "Corporation").

ARTICLE II - CAPITAL STOCK

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.001 per share.

ARTICLE III - MAILING ADDRESS

The current mailing address of the principal place of business of the Corporation is 2800 Island Boulevard, Suite 1705, North Miami Beach, Florida 33160.

ARTICLE IV - INITIAL BOARD OF DIRECTORS

The Corporation's Board of Directors (the "Board") shall consist of not fewer than one (1) nor more than five (5) directors, and shall initially consist of one (1) director. The number of directors within these limits may be increased or decreased from time to time as provided in the Bylaws of the Corporation. The names of the initial directors of the Corporation are as follows:

Nancy M. Ganz
2800 Island Boulevard, Suite 1705
North Miami Beach, Florida 33160

ARTICLE V - INITIAL REGISTERED AGENT

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

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of the Corporation is Diane Wolf, c/o Greenberg Traurig, 515 East Las Olas Boulevard, Suite 1500, Ft. Lauderdale, Florida 33301.

ARTICLE VII - LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act (the "FBCA"), or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article VII shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the Bylaws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may from time to time deem appropriate or advisable.

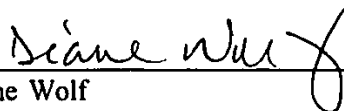
ARTICLE IX - BYLAWS

The Board shall have the power to adopt, amend or repeal the Bylaws of the Corporation or any part thereof.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law.

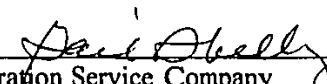
IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation of LUMIERE LITERATURE, INC. this 3rd day of June, 1997.



Diane Wolf
Incorporator

**CONSENT OF REGISTERED AGENT
OF
LUMIERE LITERATURE, INC.**

The undersigned, Corporation Service Company, whose business address is 1201 Hays Street, Tallahassee, Florida 32301, hereby accepts appointment as the initial registered agent of LUMIERE LITERATURE, INC., a Florida corporation, and accepts the obligations provided for in Section 607.0505, Florida Statutes.



Corporation Service Company
Registered Agent
Gail Shelby, as agent

FILED
97 JUN -3 PM 3:14
TALLAHASSEE, FLORIDA