



P97000051260
Phillips, Eisinger & Koss, P.A.

Attorneys At Law

Presidential Circle
4000 Hollywood Boulevard
Suite 265 South
Hollywood, Florida 33021

Miami Location
Alfred I. Dupont Building
169 East Flagler Street
Suite 1000
Miami, Florida 33131

Please respond to:
Hollywood Office (X)
Miami Office ()

TELEPHONE:
954 894-8000
FACSIMILE
954 894-8015

June 5, 1997

000002285660-150
-06/09/97-01071-0150
****122.50 ****122.50

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: **Puff, Inc.**

Dear Sirs:

Enclosed please find the original and one copy of Articles of Incorporation for the above-referenced corporation. Also enclosed is our check in the sum of \$122.50 representing the following:

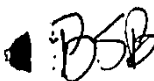
Filing Fee and	
Registered Agent's Fee	\$ 70.00
Fee for Certified Copy	\$ 52.50
TOTAL:	\$122.50

Once the Articles of Incorporation have been filed, please return the certified copy in the stamped, self addressed envelope to our office.

Sincerely,


GARY S. PHILLIPS

JUN 10



GSP/sea
Enclosure

TALLAHASSEE, FLORIDA
97 JUN -9 PM 1:59
211 ED

ARTICLES OF INCORPORATION

OF

PUFF, INC.

ARTICLE I
CORPORATE NAME

The name of the Corporation shall be: PUFF, INC.

ARTICLE II
DURATION

This corporation shall commence its existence upon the filing of these Articles.

ARTICLE III
PURPOSE

The Corporation may engage in or transact any and all activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of one dollar (\$1.00) par value common stock, which shall be designated "Common Shares").

ARTICLE V
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VI
PRINCIPAL OFFICE OF BUSINESS

The principal place of business of this corporation is: 4000 Hollywood Boulevard, Suite 265-South, Hollywood, Florida 33021.

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4000 Hollywood Blvd, Suite 265 South, Hollywood, Florida 33021, the name of the initial registered agent is Gary S. Phillips, Esq.

FILED
97 JUN -9 PM 2:00
TALLAHASSEE, FLORIDA

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws but shall never be less than one. The name of the Director is:

GARY BARRON
Director

The address of the Director is:

2010 N.E. 197th Terrace
North Miami Beach, Florida 33179

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Gary S. Phillips, 4000 Hollywood Blvd, Suite 265 South, Hollywood, Florida 33021. The Incorporator shall not be liable, in any form or fashion, for any acts or omissions of the Corporation.

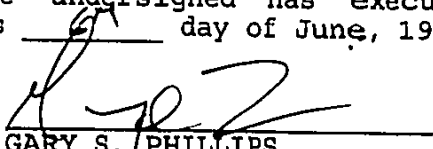
ARTICLE X
BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI
AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 5th day of June, 1997.


GARY S. PHILLIPS
Sole Incorporator

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT OF THE CORPORATION NAMED ABOVE, THE UNDERSIGNED DOES HEREBY ACCEPT SUCH APPOINTMENT AND DOES HEREBY AGREE TO DO ALL THINGS NECESSARY IN ORDER TO CARRY OUT ANY AND ALL DUTIES REQUIRED OF SUCH POSITION.

DATED THIS 6th DAY OF JUNE, 1997.

By: _____

Gary S. Phillips

97 JUN -9 PM 2:00
TALLAHASSEE FLORIDA