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LAW OFFICES

JEAN S. PERWIN

INGRAHAM BUILDING • SUITE 623

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MIAMI, FLORIDA 33131

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FILED

97 JUN 19 AM 10:22

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

June 16, 1997

RECEIVED DATE
6-16-97

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

300002216993--9
-06/19/97--01034--022
***122.50 ***122.50

RE: Tipsee, Inc.

Dear Sir or Madam:

Enclosed please find:

1. Articles of Incorporation on behalf of Tipsee, Inc.
2. A check in the amount of \$122.50 for the filing fees.

If you have any questions regarding this filing, please do not hesitate to contact me.

Sincerely,

JEAN S. PERWIN

JSP:alc
Enclosures

CH
6/20/97

**ARTICLES OF INCORPORATION
OF
TIPSEE, INC.**

FILED

97 JUN 19 AM 10: 22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

DATE FILED
6-16-97

The name of the corporation is **Tipsee, Inc.** and the principal address of the corporation is: 4400 N.W. 171st Street, Miami, Florida 33055.

ARTICLE II - DURATION

The period of the duration of this corporation is perpetual unless dissolved according to law. Corporate existence shall commence upon June 16, 1997.

ARTICLE III - PURPOSES

The purpose or purposes for which the corporation is retail sales and any other lawful purpose.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue two thousand shares of common stock (2,000) par value \$1.00 per share.

ARTICLE V - REGISTERED AGENT

The street address and city of the registered office of the corporation is 4400 N.W. 171st Street, Miami, Florida 33055 and the name of its initial registered agent at such address is Bessie Carrie.

ARTICLE VI - BOARD OF DIRECTORS

The initial board of directors shall consist of two (2) members. The names and address of the persons who shall serve on the initial board are:

Bessie Carrie
4400 N.W. 171st Street
Miami, Florida 33055

Don Carrie
4400 N.W. 171st Street
Miami, Florida 33055

ARTICLE VII - INCORPORATORS

The name and address of the person signing these

Articles is:

Bessie Carrie
4400 N.W. 171st Street
Miami, Florida 33055

The power to adopt, alter, amend or repeal Bylaws shall be vested solely in the Board of Directors.

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by law.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation or any amendment to them. Any right conferred on the shareholders is subject to this reservation.

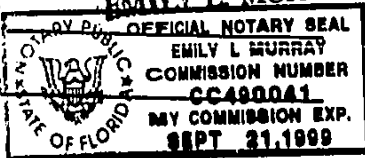
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 13 day of June 1997.

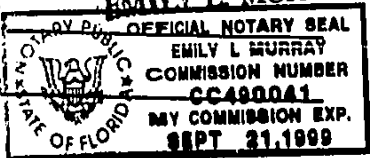
Bessie B. Carrie
Bessie Carrie

STATE OF FLORIDA)
) SS.
COUNTY OF DADE

The foregoing was acknowledged before me this 13 day of June, 1997, by Bessie Carrie who is personally known to me or who has produced Driver License as identification and who did/did not take an oath.

Emily L. Murray
NOTARY PUBLIC

NAME OF NOTARY: EMILY L. MURRAY
COMMISSION NO.: 




CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

THAT, **Tipsee, Inc.** desiring to organize under the laws of the State of Florida, as a for profit organization, with its principal office at 4400 N.W. 171st Street, Miami, Florida 33055 hereby appoints Bessie Carrie as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Bessie Carrie

STATE OF FLORIDA
TALLAHASSEE

97 JUN 19 AM 11:22

FILED