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SIMON, SCHINDLER & SANDBERG

A PROFESSIONAL ASSOCIATION
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MIAMI, FLORIDA 33137-4890

TOBIAS SIMON (1929-1982)
THEODORE R. DEMPSTER
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FILED
JUN 24 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 18, 1997

Florida Division of Corporations
Bureau of Corporate Records
409 East Gaines Street
Tallahassee, Florida 32301

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06/24/97-01111-005
***122.50 ***122.50

RE: EDELSTEIN ENTERPRISES, INC.

Gentlemen:

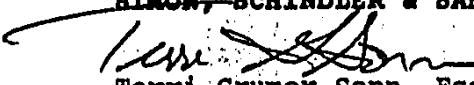
Enclosed for filing with your office are the original Articles of Incorporation for the above-captioned corporation. A check in the amount of One Hundred Twenty Two and 50/100 Dollars (\$122.50) made payable to the Secretary of State is enclosed representing payment as follows:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	35.00
TOTAL	\$ 122.50

After filing, please mail a certified copy of the Articles of Incorporation to the undersigned in the enclosed self addressed stamped envelope.

Very truly yours,

~~SIMON, SCHINDLER & SANDBERG, P.A.~~


Terri Grumer Sonn, Esq.
For the Firm

TGS:am
Enclosures
EDEL\SECFILE.LTR

JUN 25 1997
F. CHANDLER

ARTICLES OF INCORPORATION
OF
EDELSTEIN ENTERPRISES, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is EDELSTEIN ENTERPRISES, INC.

ARTICLE II CORPORATE EXISTENCE

The existence of this corporation shall commence on the day of filing; provided that if such day not be authorized under law; then on the earliest day allowable pursuant to Florida law for the commencement of corporate existence. The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business as provided by Florida Statutes, Chapter 607, Florida Business Corporation Act, as it exists on the date hereof or as it may hereafter be amended.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00).

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial place of business of this corporation is:

The Lido Spa
40 Island Avenue
Miami Beach, Florida 33139

and the name and address of the initial registered agent of this corporation is:

Terri Grumer Sonn, Esq.
Simon, Schindler & Sandberg, P.A.
2650 Biscayne Boulevard
Miami, Florida 33137

ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of one (1) person, whose name and address is:

Aaron J. Edelstein
c/o The Lido Spa
40 Island Avenue
Miami Beach, Florida 33139

The number of directors may be either increased or decreased from time to time as provided by in the By-Laws of this corporation, but shall never be less than one.

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Aaron J. Edelstein
c/o The Lido Spa
40 Island Avenue
Miami Beach, Florida 33139

and the name and address of the person signing these Articles as Registered Agent is:

Terri Grumer Sonn, Esq.
Simon, Schindler & Sandberg, P.A.
2650 Biscayne Boulevard
Miami, Florida 33137

ARTICLE IX - BY-LAWS

The power to alter, amend or repeal By-Laws shall be vested in each of the Board of Directors and the shareholders of this corporation.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director of this corporation, to the fullest extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 19th day of June, 1997.

Aaron J. Edelstein
AARON J. EDELSTEIN
Incorporator

STATE OF FLORIDA)
COUNTY OF DADE) SS

The foregoing instrument was acknowledged before me this 19th day of June, 1997 by AARON J. EDELSTEIN, who is personally known to me or who has produced _____ as identification.

Anne Miszka
Notary Public - State of Florida

ANNE MISZKA
Printed name of Notary Public

NOTARY PUBLIC
Title

Serial number _____
My Commission Expires: _____
NOTARIAL SEAL

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TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION

ACCEPTANCE

Having been named to accept service of process for the above named corporation at a place designated in these Articles of Incorporation, I hereby accept said designation as Registered Agent and agree to comply with the provisions of law relative to keeping open said office.

SIMON, SCHINDLER & SANDBERG, P.A.

By: *TERRI GRUMER SONN*
TERRI GRUMER SONN, ESQ.
Registered Agent

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 19th day of June, 1997, by SIMON, SCHINDLER & SANDBERG, P.A., as Registered Agent of EDELSTEIN ENTERPRISES, INC., a Florida corporation and he/she is personally known or who produced _____ as identification.

Anne Miszka
Notary Public - State of Florida
ANNE MISZKA
Printed name of Notary Public

NOTARY PUBLIC
Title

Serial number

My Commission Expires:

NOTARIAL SEAL