

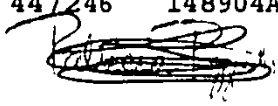


THE UNITED STATES
CORPORATION
COMPANY

P97000057490

ACCOUNT NO. : 072100000032

REFERENCE : 447246 148904A

AUTHORIZATION : 

COST LIMIT : \$ PPD

ORDER DATE : June 30, 1997

ORDER TIME : 1:58 PM

ORDER NO. : 447246-005

CUSTOMER NO: 148904A

700002227007--1

-07/01/97--01001--009
****122.50 ****122.50

CUSTOMER: Mr. Dennis L. Reeber
REEBER & LIVIGNE ASSOCIATES,
INC.
2185 N. Powerline Road, S.w.

Pompano Beach, FL 33069-1206

RECEIVED

97 JUN 30 PM 3:35

DIVISION OF CORPORATION

DOMESTIC FILING

NAME: LA BELLE VENUS, 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: Deborah Schroder

EXAMINER'S INITIALS:

Dmc
6/30/97

FILED
97 JUN 30 PM 4:08
STATE
TALLAHASSEE FLORIDA

FILED

97 JUN 30 PM 4:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES of INCORPORATION
OF
LA BELLE VENUS, INC.**

The undersigned Incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

LA BELLE VENUS, INC.

The principal place of business of this corporation shall be 1519 NE 4th Avenue Ft. Lauderdale, Florida 33304;
and the mailing address shall be the same.

ARTICLE II. NATURE of BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of
the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time
is 1000 shares of common stock having \$.10 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 1519 NE 4th Avenue Ft. Lauderdale,
Florida 33304; and the initial registered agent of the corporation is Wesley Olcina.

ARTICLE V. TERM of EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS / INCORPORATORS

All corporate powers shall be exercised by or under the authority of, and the business affairs of the corporation managed under the direction of its Board of Directors subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The name and street address of the initial members of the Board of Directors and Officers are:

Adorable Metayer President, Director
1519 Northeast 4th Avenue
Fort Lauderdale, Florida 33304

Wesley Olcima Vice President, Director
1519 Northeast 4th Avenue
Fort Lauderdale, Florida 33304

Adrien Vildor Secretary, Director
1519 Northeast 4th Avenue
Fort Lauderdale, Florida 33304

Desline Olcima Treasurer, Director
1519 Northeast 4th Avenue
Fort Lauderdale, Florida 33304

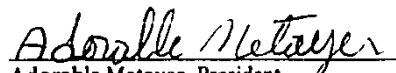
ARTICLE VIII. PRIVATE PROPERTY

The private property of the stockholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE IX. INDEMNITY

This corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 19th day of June, 1997.


Adorable Metayer, President


Wesley Olcima, Vice President


Adrien Vildor, Secretary


Desline Olcima, Treasurer

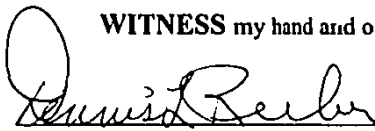
STATE OF FLORIDA
COUNTY OF BROWARD



Dennis L. Reeber
MY COMMISSION # CC816942 EXPIRES
April 28, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

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 those Directors & Officers aforementioned Incorporators to me known to be the person described as subscriber in who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 19th day of June, 1997.



NOTARY PUBLIC

ACCEPTANCE of REGISTERED AGENT DESIGNATED
IN ARTICLES of INCORPORATION

I HEREBY ACCEPT the appointment as the initial registered agent of La Belle Venus, INC. made in the foregoing Articles of Incorporation.

  6/25/97

Wesley Olcima, Vice President DATE

FILED
97 JUN 30 PM 4:08
TALLAHASSEE, FLORIDA
SECRETARY OF STATE