

TRANSMITTAL LETTER  
**P97000058770**

July 1, 1997

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

Re: VIVIAN'S, INC.

500002229785--2  
-07/03/97--01035--010  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir or Madam:

Enclosed please find Articles of Incorporation and the Designation and Acceptance of Registered Agent for filing, together with our check in the amount of \$ 122.50 to cover the filing fee, certified copy charge, designation of registered agent, and charter tax.

I have also enclosed an additional copy of the Articles of Incorporation which I would appreciate having certified and returned to the address below.

Sincerely,



Vivian Hinds  
c/o Michael W. Dwyer  
5965 Southwest 8th Street  
Miami, Florida 33144  
1-305-264-4456

Encl: (1) copy of Articles  
check for \$ 122.50  
Self Addressed Stamped envelope

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUL -3 AM 11:04

RP  
7-7-97

ARTICLES OF INCORPORATION  
OF  
VIVIAN'S, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 JUL -3 AM 11:04

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be: VIVIAN'S, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

VIVIAN'S, INC.  
605 Ocean Drive  
Apartment 10-M  
Key Biscayne, Florida 33149

ARTICLE III SHARES

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 a par value of \$1.00 per share.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name of the registered agent and the street address of the initial registered office of the corporation shall be:

MICHAEL W. DWYER  
5965 Southwest 8th Street  
Miami, Florida 33144

ARTICLE V INCORPORATORS

The name and address of the incorporators are:

VIVIAN HINDS  
605 Ocean Drive  
Apartment 10-M  
Key Biscayne, Florida 33149

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal on this  
1st day of JULY, 1997.

Incorporator:

*Vivian Hinds*  
VIVIAN HINDS - signature

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was executed and acknowledged before me this 1st day of  
July, 1997, by VIVIAN HINDS, who is personally known by me Michael Dwyer, a notary  
public for the State of Florida.

*Michael W. Dwyer*  
Notary Public *MICHAEL W. DWYER*  
State of FLORIDA  
My Commission Expires:  
October 26, 1999



MICHAEL W DWYER  
My Commission CC505989  
Expires Oct. 26, 1999

CERTIFICATION OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF § 607.0501, FLORIDA STATUTES, THE  
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE  
OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE  
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

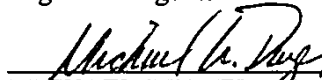
1. The name of the corporation is: VIVIAN'S, INC.
2. The name and address of the registered agent and office is:


Michael W. Dwyer  
5965 Southwest 8th Street  
Miami, Florida 33144

ACCEPTANCE:

Having been named as Registered Agent to accept service of process for the above  
stated corporation at the place designated in this certificate, I hereby accept the appointment  
as Registered Agent and agree to act in this capacity. I further agree to comply with the  
provisions of all statutes relating to the proper and complete performance of my duties, and I  
am familiar with and accept the obligations of my position as registered agent.

Registered Agent:

  
MICHAEL DWYER signature

  
date

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DIVISION OF CORPORATIONS  
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DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FLORIDA 32314