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REGISTERED PATENT ATTORNEY

2699 STIRLING ROAD

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TRANSMITTAL LETTER

July 16, 1997

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

SUBJECT: The Bonnie Company

EFFECTIVE DATE
11-18-97

Enclosed is an original and one (1) copy of the articles of incorporation and a check for seventy dollars (\$70.00) covering the filing fees for the articles of incorporation and the designation of and acceptance by the registered agent.

FROM:

SL Lampert
Scott L. Lampert, Esq
2699 Stirling Road
Suite C-105
Ft. Lauderdale, FL 33312
(954) 349-7323

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FILED
97 JUL 22 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Done
7/23/97

**ARTICLES OF INCORPORATION
OF
THE BONNIE COMPANY**

FILED
97 JUL 22 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be The Bonnie Company.

ARTICLE II

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

EFFECTIVE DATE
7-18-97

51 Greens Road
Hollywood, FL 33021

ARTICLE III

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV

The existence of this corporation shall begin on July 18, 1997.

ARTICLE V

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 100 shares. All such shares shall be of a single class, designated as common, and shall have a par value of \$0.01 per share.

ARTICLE VI

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon.

ARTICLE VII

The corporation elects to have preemptive rights.

ARTICLE VIII

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE IX

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE X

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE XI

The number of directors of the corporation shall be fixed by the bylaws of the corporation.

ARTICLE XII

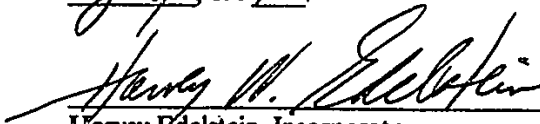
The initial registered agent of the corporation is Harvey Edelstein. The street address of the corporation's initial registered office is:

51 Greens Road
Hollywood, FL 33021

ARTICLE XIII

The name and address of the incorporator to these Articles of Incorporation is Harvey Edelstein, 51 Greens Road, Hollywood, FL 33021

The undersigned incorporator has executed these Articles of Incorporation this 16 day of July, 1997.


Harvey Edelstein, Incorporator

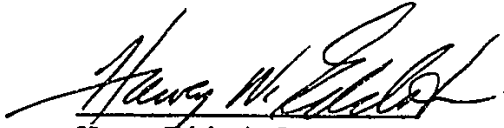
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent and registered office in the State of Florida.

The name of the corporation is The Bonnie Company.

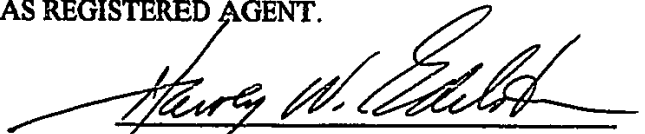
The name and address of the registered agent and office is:

Harvey Edelstein
51 Greens Road
Hollywood, FL 33021


Harvey Edelstein, Incorporator

July 16, 1997
Date

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT TO 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.


Harvey Edelstein, Registered Agent

Date: July 16, 1997

FILED
97 JUL 22 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA