

P97000065601

Daniel J. Weinberg, P.A.

Daniel J. Weinberg
Certified Public Accountant

MEMBER:

American Institute of CPA's
New York State Society of CPA's
Florida Institute of CPA's

July 24, 1997

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

700002249257--6
-07/28/97--01106--014
*****70.00 *****70.00

SUBJECT: Soapart, Inc.
(Proposed corporate name)

To Whom It May Concern:

Enclosed please find original Articles of Incorporation together with one (1) copy along with a check in the amount of \$70.00 to cover the filing fees for the abovementioned corporation.

Please send acknowledgment receipt to:

Joanne F. Stoll
Soapart, Inc.

c/o DANIEL J. WEINBERG, P.A.
1761 W. Hillsboro Blvd., Suite 205
Deerfield Beach, FL 33442

Very truly yours,



Eve Leslie Weinberg
- Vice President/Administrative Manager

:articles.soa:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 28 PM 4:09

7-29-97
WJ

Articles of Incorporation

of

Soapart, Inc.

FLORIDA STATE
SECRETARY OF
DIVISION OF
CORPORATIONS
97 JUL 28 PM 4:09

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

ARTICLE I - NAME

The name of the corporation shall be:

Soapart, Inc.

ARTICLE II - PRINCIPAL OFFICE

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

6405 Congress Avenue, #160
Boca Raton, FL 33487

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: ONE THOUSAND (1,000) SHARES AT TEN CENTS (\$.10) EACH

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Joanne F. Stoll
6405 Congress Avenue, #160
Boca Raton, FL 33487


ARTICLE V - INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation:

Joanne F. Stoll
6405 Congress Avenue, #160
Boca Raton, FL 33487

THE UNDERSIGNED, has(have) executed these Articles of Incorporation this

24th day of July, 1997.


Joanne F. Stoll

ARTICLE VI - PURPOSES

Business Purpose: To provide giftware manufacturing.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

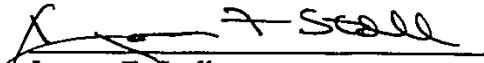
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation,
organized under the laws of the State of Florida, submits the following statement in
designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is:

Soapart, Inc.

The registered agent and office is:

Joanne F. Stoll
6405 Congress Avenue, #160
Boca Raton, FL 33487

X  7 Stoll
Joanne F. Stoll

X 7/24/97
Date

SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 28 PM 4:10

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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 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 POSITIONS AS REGISTERED AGENT.

Joanne F. Stoll
Joanne F. Stoll

X 7/24/97
Date

SECRET
DIVISION OF STATE
CORPORATIONS
97 JUL 28 PM 4:10