

LAW OFFICES
ROTH, ROTH & ASSOCIATES, P.A.

16459 NORTHEAST 6TH AVENUE
NORTH MIAMI BEACH, FLORIDA 33162

STEVEN M. ROTH
MICHAEL W. ROTH

Please reply to:

P.O. Box 69-302

N. Miami Beach, Florida 33269-3029

PHONE 948-8880
FAX 918-8550

October 15, 1997

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FEDERAL EXPRESS

Attorneys' Title Insurance Fund, Inc.
Atten: Barbara Keys
660 East Jefferson Street
Suite 200
Tallahassee, Florida 32301

Re: Muchkas Dreams, Inc.
Our File No. 97-1202

Dear Ms. Keys:

Enclosed is the original and one copy of the Articles of Incorporation for the above-referenced entity together with a check payable to the Secretary of State in the sum of \$122.50 representing their fees for the following services:

Filing Fee
Registered Agent Designation
Certified Copy of Articles of Incorporation

\$35.00
\$35.00
\$52.50

Your processing fee of \$10.00 should be added to our account with The Fund. Our agent number is 5754.

Please call our office when the filed Articles are returned to you or if they cannot be filed for any reason. The certified copy of the Articles should be returned to our office by regular mail.

Thank you for your attention to the foregoing. If you require any additional information to process this request, please call us.

Sincerely,
Steven M. Roth
Steven M. Roth
Enc.

RECEIVED
97 OCT 16 PM 3:55
DIVISION OF CORPORATION

FILED
97 OCT 16 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(SAMPLE LETTER OF TRANSMITTAL)

Date

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

Re: Muchkas Dreams, Inc.
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

Jane A. Rios
(individual's name)

Muchkas Dreams Inc.
(name of corporation)

MAILING ADDRESS OF CORPORATION		
17520 N.E. 7th Court		
North Miami Beach		
Florida		
PHONE	33162	
(305) 652-0572	none	none
Area Code	Number	Ext.

ARTICLES OF INCORPORATION

muchkas Dreams Incorporated
(name of corporation)

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

ARTICLE I - CORPORATE NAME

The name of the corporation is:

muchkas Dreams Incorporated

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue Five hundred shares (500) of one Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME			
ADDRESS <u>17520 N.E. 7 Court</u>			
CITY <u>North Miami Beach</u>	FLORIDA <u>FL</u>	ZIP <u>33162</u>	

The name and street address of the Initial Registered Agent of this Corporation is:

NAME <u>Jane G Ridsen</u>			
ADDRESS <u>17520 N.E. 7th COURT</u>			
CITY <u>North Miami Beach</u>	FLORIDA	ZIP <u>33162</u>	

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have _____ (_____) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME <u>Jane G Ridsen</u>			
ADDRESS <u>17520 N.E. 7th COURT</u>			
CITY <u>North Miami Beach</u>	STATE <u>Florida</u>	ZIP <u>33162</u>	
NAME			
ADDRESS			
CITY	STATE	ZIP	
NAME			
ADDRESS			
CITY	STATE	ZIP	

FILED
OCT 16 PM 4:30
STATE OF FLORIDA

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Jane G Riden		
ADDRESS	17520 N.E. 7th COURT		
CITY	North Miami Beach	STATE	Florida ZIP 33162
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 15 day of OCT., 1997.

Jane G Riden (Seal)
 _____ (Seal)
 _____ (Seal)

STATE OF FLORIDA)
 COUNTY OF Dade) SS

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

JANE G. Riden

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that SHE executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 15 day of OCT., 1997.

(Notary Seal)

Steven M Roth
 (Notary Public, State of Florida at Large)

My Commission expires:



STEVEN M ROTH
 My Commission CC35003
 Expires Mar. 16, 1998
 Bonded by ANG
 800-652-5878

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

Muchkas Dreams Incorporated
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 17520 N.E. 7th COURT
North Miami Beach, Florida 33162

has named Jane G. Riden

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.

Jane G. Riden
(registered agent)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 OCT 16 PM 4:30

FILED