



THE UNITED STATES  
CORPORATION  
COMPANY

P97000096092

ACCOUNT NO. : 072100000032

REFERENCE : 587118 6594A

AUTHORIZATION : Patricia Pizuto

COST LIMIT : \$ 70.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 NOV 10 PM 4:48

ORDER DATE : November <sup>10</sup> 3, 1997

ORDER TIME : 1:02 PM

ORDER NO. : 587118-005

CUSTOMER NO: 6594A

700002343367--8

CUSTOMER: Marvin M. Green, Esq  
GREEN KAHN & PIOTRKOWSKI, PA

317 71st Street

Miami Beach, FL 33141

DOMESTIC FILING

NAME: SHELLY'S DESIGN CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons

EXAMINER'S INITIALS: \_\_\_\_\_

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SECRETARY OF STATE  
MIAMI, FL 33133

11-10-97  
WS

ARTICLES OF INCORPORATION  
OF  
SHELLY'S DESIGN CORP.

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:

SHELLY'S DESIGN CORP.

The address of the principal office of this corporation shall be 1 Trans-Border Drive, Champlain, New York 12919, and the mailing address of the corporation 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 \$1.00 par value per share.

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ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 317 71st Street, Miami Beach, Florida 33141, and the name of the initial registered agent of the corporation at that address is Marvin Green.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Marc Kakon	9850 Meilleur Street
Dir./Pres.	Montreal Quebec, Canada H3L 3J4

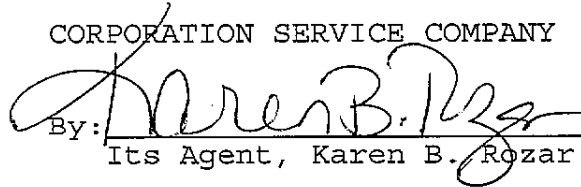
ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of  
Corporation Service Company, has hereunto set their hand  
and seal of Corporation Service Company, on November 3, 1997.

CORPORATION SERVICE COMPANY

By:   
Its Agent, Karen B. Rozar

LRD/akc

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that Shelly's Design Corp., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in the City of Miami Beach, County of Dade, State of Florida has named Marvin M. Green, of Green, Kahn, & Piotrkowski, P.A., 317 - 71st Street, Miami Beach, Florida 33141, as its agent to accept service of process within this State.

Having been named to accept service of process for the above states corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act to keeping open said offices.

  
Resident Agent.

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