



THE UNITED STATES
CORPORATION
COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 649860 81631A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

EFFECTIVE DATE

ORDER DATE : December 26, 1997

12-24-97

ORDER TIME : 10:01 AM

ORDER NO. : 649860-005

CUSTOMER NO: 81631A

000002383180--3

CUSTOMER: Vincent E. Damian, Esq
SALOMON KANNER DAMIAN &
RODRIGUEZ, P.A.
2550 World Trade Center
80 South West 8th Street
Miami, FL 33130

-12/26/97-01043-017
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DOMESTIC FILING

NAME: BENOWITZ MANAGEMENT COMPANY,
INC.

FILE FIRST

EFFECTIVE DATE:

XXXXX ARTICLES OF INCORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

P. Hall
DEC 26 1997

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

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BENOWITZ MANAGEMENT COMPANY, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

EFFECTIVE DATE

Name

12-24-97

The name of this corporation shall be:

BENOWITZ MANAGEMENT COMPANY, INC.

ARTICLE II

Business and Purposes

The general nature of the business to be transacted by this corporation, or the objects or purposes of this corporation, shall be as follows:

1. to engage in the business of retail and wholesale merchandising;

2. to engage in any lawful enterprise, whether commercial, industrial or agricultural, calculated or designed to be profitable to the corporation;

3. to generally engage in, do and perform any enterprise, act, or vocation that a natural person might or could do or perform;

4. to manufacture, purchase or otherwise acquire, own,

mortgage, pledge, sell, assign and transfer or otherwise dispose of, or invest, trade, deal in and deal with, goods, wares, merchandise and real and personal property of every class and description;

5. to purchase, lease and hold real and personal property and any and every estate and interest therein and choses in action secured thereby; to improve, manage, operate, sell, mortgage, lease and otherwise dispose of any property; to loan money upon such property and to take mortgages and assignments of mortgages on the same; and, to transact all or any other business which may be necessary, incidental or proper to the exercise of any or all of the aforesaid purposes of this corporation;

6. to borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purposes; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times secured by mortgage or otherwise;

7. to guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds issued by, or evidences of indebtedness created by, any other corporation or corporations, and while owning said stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon;

8. to purchase, sell and transfer shares of its own capital

'stock;

9. to acquire, enjoy, utilize and to dispose of patents, copyrights, trademarks and any licenses or other rights or interests therein and thereunder; and

10. in general, to carry on any other business in connection with the foregoing and to have and exercise all powers conferred by the laws of Florida upon corporations formed under the general corporation acts of the State of Florida, and any amendments thereto, and to do any and all things hereinbefore set forth to the same extent as a natural person might or could do.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of special powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III

Capital Stock

1. The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 100 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in other property (tangible or intangible) or in labor or services actually performed for this corporation, at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid

and nonassessable.

2. In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE IV

Existence of Corporation

In accordance with Section 607.0203, Florida Statutes, the existence of this corporation shall commence on the date these Articles of Incorporation are subscribed to and acknowledged, if these Articles are filed by the Department of State within five (5) days after subscription and execution. If filed after such five (5) days, the existence of this corporation shall commence upon the filing of these Articles by the Department of State. In either event, the existence of this corporation thereafter shall be perpetual.

ARTICLE V

Corporation's Principal Office

The Corporation's principal office shall be located at 1541 Brickell Avenue, Unit A2201, Miami, Florida 33129.

ARTICLE VI

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 80 S.W. 8th Street, Suite 2550, Miami, Florida 33130, and the initial registered agent of this corporation at such office shall be Vincent E. Damian, Jr. This corporation shall have the

right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII

Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than three (3) members, the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VIII

Initial Board of Directors

The initial Board of Directors shall consist of one (1) member, such member to hold office until his or her successor has been duly elected and qualifies. The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
H. Allen Benotize	1541 Brickell Avenue Unit A2201 Miami, FL 33129

ARTICLE IX

Incorporator

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

<u>Name</u>	<u>Address</u>
Marilyn Moran	80 S.W. 8th Street Suite 2550 Miami, Florida 33130

ARTICLE X

By-Laws

1. The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders. No by-law which has been altered, amended or adopted by such a vote of the stockholders may be altered, amended or repealed by the vote of the directors until two years shall have expired since such action by vote of such stockholders.

2. The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or

requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE XI

Amendment of Articles of Incorporation

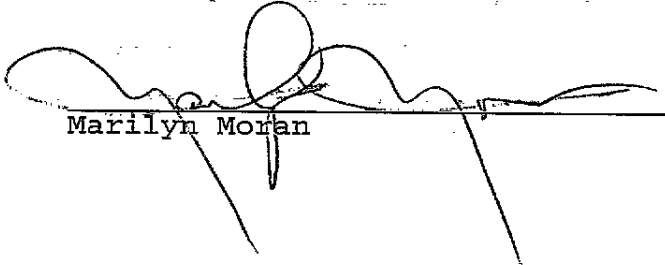
This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE XII

Applicability of Section 607.0901

The provisions of Section 607.0901, Florida Statutes, shall be inapplicable to this corporation.

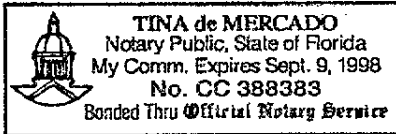
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.

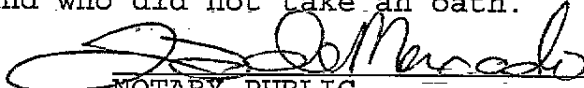

Marilyn Moran

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 24th day of December, 1997, by Marilyn Moran, who is

personally known to me and who did not take an oath.




NOTARY PUBLIC
My Commission Expires:

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Vincent E. Damian, Jr., having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 24 day of December 1997.



Vincent E. Damian, Jr.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA