

P980000013656

February 9, 1998

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

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****122.50 ****122.50

Dear Sir/Madam:

Enclosed please find two original Articles of Incorporation for PRINCESSA, INC., along with a check for \$122.50 made payable to the Secretary of State.

Please return one certified copy of the Articles of Incorporation to me at the address below.

Very truly yours,



Andrew Gale
20967 Blanca Terrace
Boca Raton, FL 33433
(305) 673-1234

AG/mg
Enclosures as indicated

FILED
98 FEB 10 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

me 2/11/98

ARTICLES OF INCORPORATION

OF

PRINCESSA, INC.

FILED

98 FEB 10 PM 12:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is PRINCESSA, INC. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 20967 Blanca Terrace, Boca Raton, Florida 33433.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
500	\$0.01	Common

ARTICLE IV

The street address of the Corporation's initial registered office in the State of Florida is 20967 Blanca Terrace, Boca Raton, Florida 33433, City of Boca Raton, County of Palm Beach, and the name of its initial registered agent at such office is Andrew Gale.

ARTICLE V

The name of the Incorporator is Andrew Gale and the address of

the Incorporator is 20967 Blanca Terrace, Boca Raton, Florida 33433.

ARTICLE VI

Special meetings of the shareholders may be called by a unanimous vote of the directors or if the holders of not less than fifty-one percent (51%) of all votes entitled to be considered at the proposed special meeting sign, date and deliver to the Corporation's Secretary one or more written demands for the meeting describing the purposes for which it is to be held.

ARTICLE VII

Fifty-one percent (51%) of the outstanding shares of Common Stock shall constitute a quorum at a meeting of shareholders. If a quorum is present at a meeting of shareholders, the affirmative vote of the holders of at least fifty-one percent (51%) of the outstanding shares of Common Stock shall be required for action to be taken on a matter, including the election of directors. Except as otherwise required by law, action may be taken on any matter, including the election of directors, by shareholders without a meeting, without prior notice, and without a vote if the action is taken by the holders of at least fifty-one percent (51%) of the outstanding shares of Common Stock, by one or more written consents describing such actions, dated and signed by such holders and delivered to the Corporation in accordance with the Bylaws.

ARTICLE VIII


The board of directors shall consist of two directors. Any vacancies on the Board arising for any reason shall only be filled by the affirmative vote of the holders of at least fifty-one percent (51%) of the outstanding shares of Common Stock. The business and affairs of the Corporation shall be managed under the direction of its Board of Directors unless any shareholder or shareholders of the Corporation holding alone or in the aggregate at least fifty-one percent (51%) of the outstanding shares of Common Stock shall notify each member of the Board of Directors in writing of his or her desire that the Corporation be managed by the

Shareholders, in which event all powers of the Board of Directors contained herein or in the Bylaws shall vest in the shareholders unless and until such notice is withdrawn by a sufficient number of holders so as to reduce the holders desiring the shareholders to manage the Corporation to below fifty-one percent (51%) of the outstanding shares of Common Stock or unless otherwise required by law.

ARTICLE IX

Unless otherwise required by law, the Bylaws of the Corporation may be altered, amended or repealed or new Bylaws may be adopted only by actions of holders of at least fifty-one percent of the Corporations shares entitled to vote on any matter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 9th day of February, 1998.




Andrew Gale, Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared ANDREW GALE, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that said person executed the same for the purpose therein expressed.

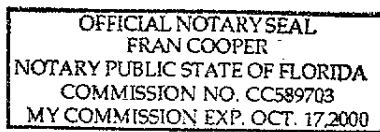
WITNESS my hand and official seal in the State and County

aforesaid, this 9th day of February, 1998.



Notary Public
State of Florida at Large

My Commission Expires: _____



ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of PRINCESSA, INC., hereby accepts such designation and is familiar with, and accepts, the obligations as provided in Florida Statutes Section 607.0505.



Andrew Gale,
Registered Agent

DATED: February 9th, 1998.

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TALLAHASSEE, FLORIDA