

KRISTINE MAGNUSON CHAPMAN

ATTORNEY AT LAW

NATIONS BANK BUILDING
2000 GLADES ROAD • SUITE 208
BOCA RATON, FLORIDA 33431

(561) 368-8090
TELEFAX (561) 368-0709

P98000014975

February 10, 1998

500002430015--9
-02/13/98--01037--010
****122.50 ****122.50

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

RE: SUSAN KAY ENTERPRISES, INC./ INCORPORATION

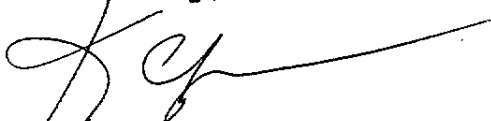
Ladies & Gentlemen:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for SUSAN KAY ENTERPRISES, INC., along with a check in the amount of \$122.50 made payable to the Secretary of State.

Please file the original Articles of Incorporation and return a conformed copy of same to my office in the self addressed, stamped envelope provided for your convenience.

Thank you for your assistance in this matter.

Sincerely,



KRISTINE M. CHAPMAN

FILED
98 FEB 13 PM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
2-16-98

**ARTICLES OF INCORPORATION
OF**

SUSAN KAY ENTERPRISES, INC.

FILED
98 FEB 13 PM 10:48
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, and who is a natural person competent to contract, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this Corporation shall be **SUSAN KAY ENTERPRISES, INC.**

ARTICLE II

The Corporation shall have perpetual existence.

ARTICLE III

The general purposes for which the Corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act, and to engage in any trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with the foregoing business.

2. To do such other and further things as are incidental to the foregoing or as are necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

The aggregate number of shares which the Corporation is authorized to issue is ONE THOUSAND (1,000) SHARES. Such shares shall be of a single class, and shall have a par value of ONE

(\$1.00) DOLLAR.

ARTICLE V

The mailing address of the Corporation is P.O. Box 6636
Delray Beach, Florida 33482.

ARTICLE VI

The street address of the initial registered office of the Corporation is 2000 Glades Road, Suite 208, Boca Raton, Florida 33431, and the name of its initial registered agent at such address is Kristine M. Chapman, Esquire.

I hereby accept to act as registered agent, and agree to comply with the provisions of said Act relative to keeping open said office.


Kristine M. Chapman, Esquire
(Registered Agent)

ARTICLE VII

The number of Directors constituting the initial Board of Directors is one (1). The name and address of each person who is to serve as a member of the initial Board of Directors is:

Susan Kay
P.O. Box 6636
Delray Beach, Florida 33482

ARTICLE VIII

A. The business of the Corporation shall be conducted and managed by its Board of Directors, and such Board of Directors shall consist of not less than one (1) and not more than five (5) Directors. A majority of the first Board of Directors named above shall have the power to approve and adopt the By-Laws of this

Corporation until their successors are elected or appointed.

B. The qualifications, time and place of election and term of office of each Director shall be as provided for in the By-Laws of the Corporation.

C. The officers of this Corporation may consist of a President, Vice-President, Secretary, Treasurer, and such other officers and agents as may be provided for by the By-Laws of this Corporation, who shall be chosen, serve for such term, and have such duties as may be prescribed by such By-Laws.

ARTICLE IX

No contract or other transaction between the Corporation and any other Corporation, and no act of the Corporation shall be affected in any way or invalidated by the fact that any of the Directors of the Corporation are pecuniarily or otherwise interested in, or are Directors or officers of, such other Corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been made known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon such contract or transaction shall be taken; and any Director of the Corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction, and may

vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such Director or officer of such other Corporation or not so interested.

ARTICLE X

A. Stockholders Agreements. The Corporation and its Stockholders, or the Stockholders among themselves, may enter into agreements restricting the transferability or encumbrance of the stock of the Corporation. Such agreements may confer upon the Corporation or the Stockholders, or both, an option of first refusal or mandatory purchase in the event of such transfer or encumbrance. Such agreements may include such restrictions during the lifetime or upon the death or legal incompetence of any Stockholder. Nothing in the Articles of Incorporation or the By-Laws shall be construed to authorize a transfer of such stock upon the books of the Corporation in violation of such agreements.

B. Indemnification of Directors. The Corporation shall indemnify any Director who, by virtue of his being an officer or Director of this Corporation, is made a part to any action or proceeding, except when such Director is adjudged guilty of malfeasance in the discharge of his duties to the Corporation. Indemnification shall be for all reasonable expenses incurred as a result of such action or proceeding.

C. Director's Liability. No Director shall be liable to the Corporation for any loss or damage suffered on account of any action taken or omitted in good faith, if such Director exercised the same degree of care that a prudent person would have exercised

in the conduct of his own affairs.

D. Reimbursement of Directors. In any action or proceeding brought by or on behalf of the Corporation against a Director, which results in a decision in favor of the Director, the Corporation shall reimburse the Director for all reasonable expenses incurred by him in the course of the action or proceeding.

ARTICLE XI

The Directors shall not be liable for illegal dividends or distributions made by the Corporation, unless willful or negligent, if based on good faith reliance on representations made by officers or agents or records as to the financial condition of the Corporation.

ARTICLE XII

A. These Articles of Incorporation are amendable upon approval by the Board of Directors of proposals submitted by the Stockholders and subsequently approved at a Stockholders meeting by fifty-one (51%) percent of the stock entitled to vote.

B. The amending process contained in Paragraph A above may be suspended and amendments made if all of the Directors and Stockholders eligible to vote sign a written statement manifesting their intention that the amendments be adopted.

ARTICLE XIII

Unless as otherwise provided for by a Stockholders' Agreement, no Stockholder shall have the right to sell, assign, pledge, encumber, transfer or otherwise dispose of any of the shares of the Corporation without first offering such shares for

sale to the Corporation at the net asset value thereof. Such offer shall be in writing, signed by the Stockholder, shall be sent by registered or certified mail to the Corporation at its principal place of business, and shall remain open for acceptance by the Corporation for a period of thirty (30) days from the date of mailing. If the Corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the Stockholder shall have the right to dispose of his shares as he may see fit.

On the death of the Stockholder, the Corporation shall have the right to purchase all shares owned by such Stockholder immediately after his death on the terms set forth above, and this provision shall be binding on the executor, administrator, personal representative, heirs, successors and assigns of each Stockholder.

Each share certificate issued by the Corporation shall have printed or stamped thereon the following legend: "THESE SHARES ARE HELD SUBJECT TO CERTAIN TRANSFER RESTRICTIONS IMPOSED BY THE ARTICLES OF INCORPORATION OF THE CORPORATION. A COPY OF SUCH ARTICLES IS ON FILE AT THE PRINCIPAL OFFICE OF THE CORPORATION."

ARTICLE XIV

The name and address of the incorporator is:

Kathleen M. Knaga
4550 Ellwood Drive
Delray Beach, Florida 33445

WITNESS my hand and seal this 10th day of February, 1998.

Kathleen M. Knaga
Kathleen M. Knaga, Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgements in the State and County aforesaid, personally appeared Kathleen M. Knaga to me well known to be the person described as the subscriber in, and/or who has produced a N/A as identification, and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid, this 10th day of February, 1998.



Notary Public-State of Florida

My commission expires:



FILED
98 FEB 13 PM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Kay/Articles