

P980000020867

TRANSMITTAL LETTER

January 14, 1998

Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL32314

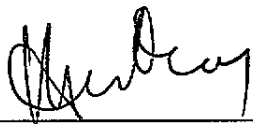
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*****78.75 *****78.75

Subject: ONCE UPON A TIME, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and our check for seventy-eight dollars and seventy cents (\$78.75), being full payment for corporation Filing Fees and Certificate.

FROM: ANTHONY MUTHRA
GRAM Holdings, Inc.
1175 NE 125th St. Suite 421
NORTH MIAMI, FL33161
Tel. # (305) 891-0810

Signed



Anthony Muthra

FILED
98 MAR -5 AM 8:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~1175 NE 125th St~~

QK 3-5-98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 21, 1998

ANTHONY MUTHRA
GRAM HOLDINGS, INC.
1175 NE 125TH ST., STE. 421
NORTH MIAMI, FL 33161

SUBJECT: ONCE UPON A TIME, INC.
Ref. Number: W98000001352

We have received your document for ONCE UPON A TIME, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6878.

John Nedeau
Document Specialist

Letter Number: 998A00003128

ARTICLE OF INCORPORATION

OF

Here Once Upon A Time, Inc.

FILED
98 MAR -5 AM 8:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator does hereby execute and acknowledge these Articles of Incorporation for the purpose of forming a corporation under the Florida General Corporation Act.

ARTICLE I

Name

The name of the corporation is:

Here Once Upon A Time, Inc.

ARTICLE II

Principal Office

The principal place of business and mailing address of the corporation shall be:

Here Once Upon A Time, Inc.
12323 NE 6th Avenue
North Miami, FL 33161

ARTICLE III

Duration and Commencement of Existence

The duration of the corporation is perpetual. The existence of the corporation shall commence at the time of filing these articles of incorporation by the Department of State of the State of Florida

ARTICLE IV

Purpose and Power

The corporation is organized for the purpose of transacting any lawful business for which corporation may be incorporated under the Florida General Corporation Act and under the laws of any jurisdiction in which the corporation may operate. The corporation shall have all lawful powers necessary or appropriate to conduct such business including, but not limited to, all corporate powers which corporations may have under the Florida General Corporation Act.

ARTICLE V

Shares

The aggregate number of shares which the corporation shall have authority to issue is one hundred (100) shares.

ARTICLE VI

Initial Registered Agent and Street Address

The street address of the corporation initial registered office is:

Gram Holdings, Inc.
1175 NE 125th Street, Suite 421
North Miami, FL 33161

The name of the initial registered agent at such address is ANTHONY MUTHRA

ARTICLE VII
Board of Directors

The number of directors constituting the initial board of directors is Two (2). Thereafter, the number of directors shall be provided in the bylaws. The name and address of each person who is to serve as a member of the initial board of directors is:

Mia Laurent
65 NW 106th Street
Miami Shores, FL 33150

Guy Laurent
65 NW 106th Street
Miami Shores, FL 33150

ARTICLE VIII
Incorporator

The name and address of the Incorporator is:

ANTHONY MUTHRA
Gram Holdings, Inc.
1175 NE 125th Street, Suite 421
North Miami, FL 33161.

The undersigned Incorporator has executed these Articles of Incorporation on this 2nd day of March 1998.



ANTHONY MUTHRA
Incorporator

CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISION OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

(1) The name of the corporation is:

Here Once Upon A Time, Inc.


(2) The NAME and ADDRESS of the registered agent and office is:

ANTHONY MUTHRA
Gram Holdings, Inc.
1175 NE 125th Street, Suite 421
North Miami, FL 33161

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Signed this 2nd day of March 1998.



ANTHONY MUTHRA