

3/12/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: TWO HOT AND CO.

AUDIT NUMBER.....H98000004873

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 12, 1998

EMPIRE CORPORATE KIT COMPANY

SUBJECT: TWO HOT AND CO,
REF: W98000005554

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

If you have any further questions concerning your document, please call (850) 487-6925.

Barbara Brock
Document Specialist

FAX Aud. #: H98000004873
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STATE FLORIDA
ARTICLES OF INCORPORATION
OF
TWO HOT and CO., INC.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. The name of the Corporation is: Two Hot and Co., INC.
2. The period of its duration is perpetual.
3. The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
4. The corporation shall have authority to issue 100 shares, all of one class, \$1.00 par value.
5. The address of its principal place of business is 2 South Biscayne Boulevard, Suite 2600, Miami, Florida 33131.
- 6. The initial registered agent of the corporation is Samuel I. Burstyn, One Biscayne Tower, 2 South Biscayne Boulevard, Suite 2600, Miami, Florida 33131.

This document prepared by Samuel I. Burstyn
Florida Bar No. 217646
2 South Biscayne Boulevard
Suite 2600
Miami, Florida 33131
(305) 373-0444

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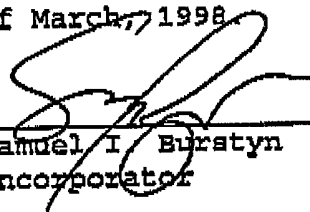
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7. The number of directors constituting its initial board of directors is one (1). The name and address of the director of this Corporation, who shall hold office for the first corporate year or until his successor is chosen is:

<u>NAME AND ADDRESS</u>	<u>TITLE</u>
Samuel I. Burstyn 2 South Biscayne Boulevard Suite 2600 Miami FL 33131	Director

8. The name and address of the incorporator is, Samuel I. Burstyn, One Biscayne Tower, 2 South Biscayne Boulevard, Suite 2600, Miami, Florida 33131.
9. Where shareholder approval is required for any action, each shareholder shall be entitled to vote equal to the number of shares he or she may own. The approval of any action shall require the affirmative vote of not less than fifty-one percent (51%) of all of the issued and outstanding shares.
10. The business and affairs of the Corporation shall be managed by the shareholders and the Board of Directors.

DATED this 15th day of March, 1998



Samuel I. Burstyn
Incorporator

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

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

Two Hot and Co., ^{Inc.} 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, State of Florida,
has named Samuel I. Burstyn, One Biscayne Tower, 2 South Biscayne
Boulevard, Suite 2600, Miami, Florida 33131. As REGISTERED AGENT
to accept service of process within this state.

ACCEPTANCE OF REGISTERED AGENCY

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



Samuel I. Burstyn
Registered Agent

twahat.art

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