

P98000035013



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 783719 4303929

AUTHORIZATION :

Patricia Pizitz

COST LIMIT : \$ 122.50

ORDER DATE : April 16, 1998

ORDER TIME : 10:15 AM

ORDER NO. : 783719-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein
GREENBERG TRAUIG

1221 Brickell Avenue

Miami, FL 33131

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 16 AM 9:01

8000002490518--6

DOMESTIC FILING

NAME: PAUL & JILL, THE CREATION,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (1) CERTIFIED COPY
XX (1) PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

611-

W98-8553

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DIVISION OF CORPORATIONS
98 APR 16 AM 9:35
4/17/98



RECEIVED
92 APR 16 PM 3
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 16 AM 9:01

April 16, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: PAUL & JILL, THE CREATION, INC.
Ref. Number: W98000008553

RESUBMIT
Please give original
submission date as file date.

We have received your document for PAUL & JILL, THE CREATION, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The registered agent must sign accepting the designation.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 098A00020487

ARTICLES OF INCORPORATION
OF
PAUL & JILL, THE CREATION, INC.

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ARTICLE I

The name of the corporation is PAUL & JILL, THE CREATION, INC. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 13976 S.W. 13 Street, Miami, Florida 33184.

ARTICLE III

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

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
50,000	\$ 1.00	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the shares entitled to vote on any issue proposed 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 purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301, and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is three (3), and the names and addresses of the members of the initial Board of Directors,

who will serve as the Corporation's directors until successors are duly elected and qualified are:

Carlos T. Lluna
13976 S.W. 13 Street
Miami, Florida 33184

Pablo J. Ayala
13976 S.W. 13 Street
Miami, Florida 33184

Liusis Lluna
13976 S.W. 13 Street
Miami, Florida 33184

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ARTICLE VII

The name of the Incorporator is Patricia Menendez Cambo and the address of the Incorporator is 1221 Brickell Avenue, Suite 2100, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

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 14 day of April, 1998.

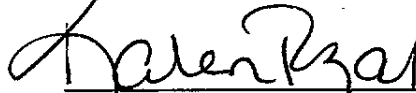


Patricia Menendez Cambo, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of PAUL & JILL, THE CREATION, INC. accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Corporation Service Company



Karen Rozar as Agent

Dated: April 16, 1998