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* PLEASE REPLY TO OUR
MIAMI BEACH OFFICE

P98000035575

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 17 AM 11:57

April 13, 1998

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399
Attn: New Filings

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****122.50 ****122.50

RE: Yes Morris, Inc.

Gentlemen:

Enclosed herewith please find the original and a copy of the Articles of Incorporation of Yes Morris, Inc., duly executed by the Incorporator and Registered Agent thereof.

I am also enclosing a check in the amount of One hundred twenty-two dollars and 50/100 (\$122.50) representing the fee for the filing of these Articles of Incorporation and a certified copy.

Should you have any questions, please contact the undersigned.

Very truly yours,

STEINBERG, SLEWETT & YAFFE, P.A.

Michelle L. Coffey
Legal Assistant

/mc
enc.

NEW YORK OFFICE
574 FIFTH AVENUE
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(212) 391-2080

D. BROWN APR 20 1998

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ARTICLES OF INCORPORATION
OF
YES MORRIS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I.
Name

The name of the corporation shall be:

YES MORRIS, INC.

ARTICLE II.
Nature of Business

This corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III.
Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having One dollar (\$1.00) par value. The corporation will begin business with One thousand dollars (\$1,000.00) in capital. The proceeds of stock subscribed for will be at least as much as the amount necessary to begin business.

ARTICLE IV.
Principal Place of Business

The street address of the initial principal place of business of the corporation shall be

767 Arthur Godfrey Road Miami Beach, Florida 33140, or such other location as the Board of Directors may designate.

**ARTICLE V.
Term of Existence**

This corporation shall exist perpetually.

**ARTICLE VI.
Initial Board of Directors**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws but shall never be less than one.

**ARTICLE VII.
Subscriber**

The name and street address of the subscriber of this corporation is:

Sergio Massaglia
767 Arthur Godfrey Road
Miami Beach, Florida 33140

**ARTICLE VIII.
Officers**

The name and street address of the officers of this corporation is:

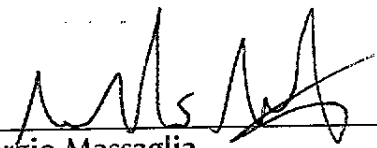
NAME/ADDRESS	POSITION
Sergio Massaglia 767 Arthur Godfrey Road Miami Beach, Florida 33140	Director

**ARTICLE VIII.
Registered Office & Registered Agent**

The street address of the initial registered office of this corporation is 767 Arthur Godfrey Road, Miami Beach, Florida 33140, and the name of the initial registered agent of this

corporation at that address is PAUL B. STEINBERG, Esq..

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Miami Beach, Miami-Dade County, Florida, for the uses and purposes aforesaid, this 13 day of April, 1998.



Sergio Massaglia
Subscriber

STATE OF FLORIDA }
 } ss:
COUNTY OF DADE }

BEFORE ME, the undersigned authority, personally appeared **Sergio Massaglia**, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed said instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the County and State aforesaid this 13 day of April, 1998.


NOTARY PUBLIC
State of Florida at Large

 Paul B Steinberg
My Commission CC700924
Expires December 8, 2001

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the foregoing appointment as registered agent for **YES MORRIS, INC.** and agrees to comply with the provisions of these Articles and the applicable Florida Statutes.

Dated this 13 day of April, 1998.



PAUL B. STEINBERG, Esq.
Registered Agent

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