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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
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NAME: SIDE EFFECTS SOUTH, INC.

AUDIT NUMBER.....H98000011652

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

CERT. OF STATUS..1

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SIDE EFFECTS SOUTH, INC.

I, the undersigned, hereby certify that I have formed a corporation under and pursuant to the following Articles of Incorporation.

ARTICLE I

The name of the corporation is: Side Effects South, Inc.

ARTICLE II

The general nature of the business to be transaction by said corporation shall be and is as follows:

To engage in and carry on any business or businesses and every act or deed pertaining thereto, either directly or indirectly which is not prohibited by the laws of the State of Florida and to so engage in and carry on said business or businesses in Florida or any other State in the United States or in any foreign country.

The present main business of the corporation is the retail sale of jewelry, T-Shirts, CD'S and miscellaneous items.

To do any and all things necessary, suitable, useful, proper or advisable for the accomplishment of any one of the purposes or for the attainment of any of the objects or further exercise of the powers herein set forth, whether herein specified or not, either along or in connection with other firms, individuals, corporation, either in this State or through the United States and elsewhere and to do any other acts or things incidental or pertinent to or connected with the business herein before described or any part or

THIS INSTRUMENT PREPARED BY:

H98000011652

KEITH L. RINEHART
2501 E. Commercial Blvd. Suite 202
FL Lauderdale, FL 33308
(954) 491-0585

parts thereof, if not inconsistent with the laws under which this corporation is organized.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 at no par value.

ARTICLE IV

These Articles of Incorporation shall be effective on the date of execution and this corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE V

The principal office, mailing address and street address of the initial registered office of the corporation is 2458 North State Road 7, Margate, Florida 33063, and the name of its initial registered agent at such address is: Gregory P. Miller.

ARTICLE VI

The number of directors of this corporation shall not be less than one and not more than five.

ARTICLE VII

The names and post office addresses of the first board of Directors, who, subject to the provisions of these Articles of Incorporation, By-Laws and the laws of the State of Florida shall serve for the first year of the corporation's existence or until their successors have been elected and qualified are:

Gregory P. Miller-1740 N.E. 52nd St, Pompano Beach, Fl 33064

ARTICLE VIII

The name of the subscriber of these Articles of Incorporation

and a statement of the number of shares of stock which are fully paid for and which he agrees to take is:

GREGORY P. MILLER, SUBSCRIBER, 10 SHARES


ARTICLE IX


The officers of this corporation shall be a President, Vice-President, Secretary and such other officers who hold their offices for such terms and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors.

ARTICLE X

This corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation in the manner now or hereafter prescribed by law and all rights conferred on stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, the subscribing incorporator, have set my hand and seal this 23 day of June, 1998, for the purpose of forming this corporation under and pursuant too the laws of the State of Florida and hereby make and file in the office of the Secretary of State, State of Florida, these Articles of Incorporation and certify that the facts herein stated are true and correct. I, GREGORY P. MILLER, am further familiar with and accept the duties and responsibilities as registered agent for said corporation.


Gregory P. Miller, Subscribing
Incorporator


Gregory P. Miller
Registered Agent

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State of Florida
County of Broward

Before me, personally appeared, Gregory P. Miller, as
subscribing incorporator and Registered Agent, to me known to be
the person described in and who executed the foregoing Articles of
Incorporation, acknowledging to me that he executed the same freely
and voluntarily for the purposes therein expressed, and who is
personally known to me.

Witness my hand and official seal in the City of Ft
Lauderdale, County of Broward, State of Florida, this 23 day of
June, 1998.

My Commission Expires:


Notary Public

NOTARY PUBLIC STATE OF FLORIDA
KEITH L. KINEHART
COMMISSION #CC885478
EXPIRES 11-9-2000
BONDED THRU AEA 1-800-NOTARY

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TALLAHASSEE, FLORIDA

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