

P98000059583



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 881104 6594A

AUTHORIZATION :

*Patricia Pigute*

COST LIMIT : \$ 70.00

ORDER DATE : July 6, 1998

ORDER TIME : 2:54 PM

ORDER NO. : 881104-015

CUSTOMER NO: 6594A

CUSTOMER: Donald J. Kahn, Esq  
GREEN KAHN & PIOTRKOWSKI, PA

317 71st Street

Miami Beach, FL 33141

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL -6 PM 4:20

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DOMESTIC FILING

NAME: D/FLAWLESS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

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DIVISION OF CORPORATION

*CP* 7/6/98

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DIVISION OF CORPORATIONS  
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ARTICLES OF INCORPORATION  
OF  
D/FLAWLESS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

D/FLAWLESS, INC.

The address of the principal office of this corporation shall be 12635 Northwest 14th Street, Coral Springs, Florida 33071, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business 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 500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 317 71st Street, Miami Beach, Florida 33141, and the name of the initial registered agent of the corporation at that address is Donald J. Kahn.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Alex Marder Dir.	939 Central Avenue, Highland Park, Illinois 60035
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Michael Yampolsky Dir.	12635 Northwest 14th Street, Miami Beach, Florida 33071
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Boris Pokrass Dir.	260 East Chestnutt Street, Suite 3805, Chicago, Illinois 60611
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ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Alex Marder Pres.	939 Central Avenue, Highland Park, Illinois 60035
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Michael Yampolsky V.P.	12635 Northwest 14th Street, Miami Beach, Florida 33071
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Boris Pokrass Sec./Treas.	260 East Chestnutt Street, Suite 3805, Chicago, Illinois 60611
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ARTICLE VIII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE IX. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S corporation.

ARTICLE X. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN ARTICLES OF INCORPORATION


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Donald J. Kahn , an individual residing in this State having a business office identical with the registered office of the corporation named below and having been designated as the registered agent in the above and foregoing Articles of Incorporation of:

D/Flawless, Inc.

is familiar with and accepts the obligations of the position of Registered Agent under Section 607.9505, Florida Statutes.

  
\_\_\_\_\_  
DONALD J. KAHN

IN WITNESS WHEREOF, the undersigned agent of  
Corporation Service Company, has hereunto set their hand  
and seal of Corporation Service Company on July 6, 1998.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar

Its Incorporator, Karen B. Rozar

CKS