

098000073391



ACCOUNT NO. : 072100000032  
REFERENCE : 936013 .4303929  
AUTHORIZATION : Patricia Pizzuto  
COST LIMIT : \$ 122.50

ORDER DATE : August 21, 1998  
ORDER TIME : 10:46 AM  
ORDER NO. : 936013-005  
CUSTOMER NO: 4303929  
CUSTOMER: Ms. Sheryl C. Vainstein  
GREENBERG TRAUIG

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 21 PM 1:16

1221 Brickell Avenue  
20th Floor  
Miami, FL 33131

400002622034--9

DOMESTIC FILING

NAME: PRESTIGE INTERNATIONAL CORPORATION

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:

RECEIVED  
98 AUG 21 AM 11:31  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**PRESTIGE INTERNATIONAL CORPORATION**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 21 PM 1:16

**ARTICLE I**

The name of the corporation is PRESTIGE INTERNATIONAL CORPORATION (the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is 1441 West Newport Center Drive, Deerfield Beach, Florida 33442.

**ARTICLE III**

The Corporation shall have the authority to issue One Thousand (1,000) shares of Common Stock, having a par value of \$0.01 per share.

**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.

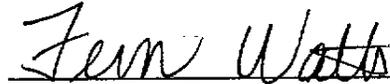
**ARTICLE VII**

The name of the Incorporator is Fern S. Watts 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.

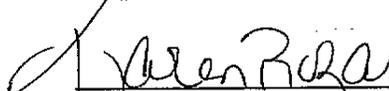
**IN WITNESS WHEREOF**, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 20th day of August, 1998.

  
\_\_\_\_\_  
Fern S. Watts, Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of PRESTIGE INTERNATIONAL CORPORATION accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

Corporation Service Company

  
\_\_\_\_\_  
By: Karen Rozar, As Agent

Dated: August 21, 1998

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 21 PM 1:16