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**GOLDBERG  
YOUNG &  
GRAVENHORST, P.A.**  
ATTORNEYS AT LAW

PAUL YOUNG  
LAWRENCE H. GOLDBERG  
PAUL S. GRAVENHORST  
JONATHAN S. MARCUS  
STEPHEN N. LIPTON  
KIMBERLY L. BARBAR

MICHELLE M. DeROSA  
JOSEPH M. GOLDSTEIN  
JEFFREY B. KAHN  
PETER M. LOPEZ  
EDWARD J. O'SHEEHAN  
SUZANNE W. SCHWARTZ  
NEAL I. SKLAR  
MARILYN K. SUMMITT

REPLY TO:

Fort Lauderdale Office

800002640848--6  
-09/16/98--01047--009  
\*\*\*\*122.50 \*\*\*\*122.50

September 15, 1998

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399  
*Tyler Shayne*  
Re: Sweet-Pea, Inc.

VIA FEDERAL EXPRESS

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Incorporation for the above referenced corporation. Also enclosed is our check made payable to the Florida Department of State in the amount of \$122.50 for the following fees and costs:

Filing fee	\$ 35.00
Certified copy	\$ 52.50
Designation of Registered Agent	\$ 35.00
Total	\$122.50

Upon filing, please return the certified copy to the attention of the undersigned. In the event that you have any questions, please do not hesitate to contact me. Thank you for your continuing assistance in these matters.

Very truly yours,

GOLDBERG, YOUNG & GRAVENHORST, P.A.

*Marilyn K. Summitt*  
MARILYN K. SUMMITT  
For the Firm

Enclosures  
cc: Glen A. Ladau

1630 NORTH FEDERAL HIGHWAY  
FORT LAUDERDALE, FLORIDA 33305  
TELEPHONE (954) 564-8000  
MIAMI (305) 944-0309  
FACSIMILE (954) 564-0015

THE PLAZA - SUITE 303  
5355 TOWN CENTER ROAD  
BOCA RATON, FLORIDA 33486  
TELEPHONE (561) 395-1449  
FACSIMILE (561) 750-5586

MAILING ADDRESS: P.O. BOX 23600, FORT LAUDERDALE, FLORIDA 33307

B. BROCK OCT 7 1998  
0257/1998  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
OCT - 6 AM 8:02

SQUIRES BUILDING - SUITE 113  
721 U.S. HIGHWAY ONE  
NORTH PALM BEACH, FLORIDA 33408  
TELEPHONE (561) 842-1986

1098-21434

**GOLDBERG  
YOUNG &  
GRAVENHORST, P.A.**  
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NEAL I. SKLAR  
MARILYN K. SUMMITT

REPLY TO:

Fort Lauderdale Office

October 5, 1998

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

VIA FEDERAL EXPRESS

Re: Tyler Shayne, Inc.

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Incorporation for the above referenced corporation. We had previously filed Articles of Incorporation for this entity with another name; however, by your letter dated September 18, 1998, you returned our Articles unfilled with reference #W98000021434 because of a same or similar name. Therefore, we are resubmitting new Articles of Incorporation with the name "Tyler Shayne, Inc." for filing at this time. We previously paid by check made payable to the Florida Department of State in the amount of \$122.50 the following fees and costs:

Filing fee	\$ 35.00
Certified copy	\$ 52.50
Designation of Registered Agent	<u>\$ 35.00</u>
Total	\$122.50

Please apply the fees already paid for the filing of the enclosed Articles of Incorporation. Upon filing, please return the certified copy to the attention of the undersigned. In the event that you have any questions, please do not hesitate to contact me.

1630 NORTH FEDERAL HIGHWAY  
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TELEPHONE (561) 842-1986

MAILING ADDRESS: P.O. BOX 23800, FORT LAUDERDALE, FLORIDA 33307

Department of State

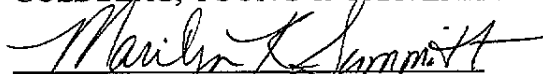
October 5, 1998

Page 2

Thank you for your continuing assistance in these matters.

Very truly yours,

GOLDBERG, YOUNG & GRAVENHORST, P.A.

A handwritten signature in cursive script, appearing to read "Marilyn K. Summitt", written over a horizontal line.

MARILYN K. SUMMITT

For the Firm

Enclosures

cc: Glen A. Ladau



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 18, 1998

MARILYN K. SUMMITT, ESQUIRE  
GOLDBERG YOUNG & GRAVENHORST, P.A.  
P.O. BOX 23800  
FORT LAUDERDALE, FL 33307

SUBJECT: SWEET PEA, INC.  
Ref. Number: W98000021434

We have received your document for SWEET PEA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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) 487-6925.

Barbara Brock  
Document Specialist

Letter Number: 098A00047371

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT - 6 AM 8:01

ARTICLES OF INCORPORATION

OF

TYLER SHAYNE, INC.

The undersigned, for the purposes of forming a Corporation for Profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

Article I - Name

The name of the Corporation is:

TYLER SHAYNE, INC.

Article II - Effective Date

The Effective Date of these Articles of Incorporation is upon filing.

Article III - Term

This Corporation shall have perpetual existence unless dissolved pursuant to law.

Article IV - Nature of Business

This Corporation may engage in any activity or business permitted under the laws of the United States or the State of Florida.

Article V - Capital Stock

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, par value \$1.00 per share.

Article VI - Address

The initial street address of the principal office of this Corporation in the State of Florida is 13330 N.W. 11th Lane, Sunrise, Florida 33323. The Board of Directors of this Corporation may from time to time move its principal office in the State of Florida to any other place in this State.

Article VII - Directors

This Corporation shall have two (2) Directors initially. The number of Directors of this Corporation may be either increased or diminished from time to time pursuant to the Bylaws, but shall never be less than one (1).

#### Article VIII - Initial Directors

The name and street address of the initial Directors of this Corporation who shall hold office until their successors are elected or appointed and shall have qualified is:

Name:	Address:
Elizabeth Sturgeon	13330 N.W. 11th Lane Sunrise, Florida 33323
Glen A. Ladau	6002 Glendale Drive Boca Raton, Florida 33433

#### Article IX - Incorporator

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Marilyn K. Summitt, Esq.,  
c/o Goldberg Young & Gravenhorst, P.A.,  
1630 North Federal Hwy.  
Fort Lauderdale, Florida 33305.

#### Article X - Other Provisions

1. Ownership of stock shall not be required to make any person eligible to hold office either as an officer or as a Director of this Corporation.

2. The shareholders may, pursuant to Bylaws provisions or by shareholders agreement, recorded in the minute book, impose such restrictions on the sale, transfer or encumbrances of the stock of this Corporation as they may see fit.

3. The Board of Directors of this Corporation shall adopt Bylaws for the government of this Corporation which shall be subordinate only to the Certificate of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by either the shareholders or the Board of Directors, but the Board of Directors may not alter or amend any Bylaw adopted by the shareholders.

4. Any subscriber or shareholder present at any meeting, either in person or by proxy, and any Director present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of the meeting unless he/she shall make objection at that meeting to any defect or insufficiency of notice.

5. If the Bylaws so provide, any action of the shareholders or Board of Directors which is required or permitted to be taken at

a meeting may be taken without a meeting, in the manner provided in the Bylaws, to the extent now or hereafter to be permitted under the statutes and laws of the State of Florida.

6. If the Bylaws so provide, any shareholder of this Corporation, to the extent now or hereafter permitted pursuant to the Bylaws of this Corporation and the statutes and laws of the State of Florida, may enter into any written agreement relating to any phase of the affairs of this Corporation. No such agreement shall impose Directors' or officers' liabilities upon the shareholders who are parties thereto except to the extent required by the statutes and laws of the State of Florida.

7. The Board of Directors of this Corporation is authorized to make provision for reasonable compensation to its members for their services as Directors and to fix the basis and conditions upon which such compensation shall be paid. Any Director of this Corporation may also serve the Corporation in any other capacity and receive compensation therefor in any form.

8. The Corporation shall indemnify any Director, officer or employee, or former Director, officer or employee of the Corporation, or any person who may have served at its request as a Director, officer, or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit or proceeding in which he/she is made a party by reason of being or having been such Director, officer or employee, except in relation to matters as to which he/she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. The Corporation may also reimburse to any Director, officer or employee the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the Directors not involved in the matter of controversy (whether or not a quorum) that it was to the interests of the Corporation that such settlement be made and that such Director, officer or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such Director, officer or employee may be entitled under any Bylaw, agreement, vote of shareholders or otherwise.

#### Article XI - Grant of Preemptive Rights

Each shareholder of the Corporation shall be entitled to full pre-emptive rights to acquire his/her proportional part of any unissued or treasury shares of the Corporation, or securities of the Corporation convertible into, or carrying the right to subscribe to, or acquire such shares, which may be issued at any time by the Corporation.

Article XII - Registered Office

The Registered Agent and registered office of the Corporation shall be:

Registered Agent:

MARILYN K. SUMMITT, ESQ.

Registered Office:

c/o Goldberg, Young and  
Gravenhorst, P.A.  
1630 North Federal Highway  
Fort Lauderdale, Florida 33305

Article XIII - Amendment

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

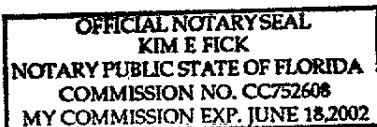
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 5th day of October, 1998.

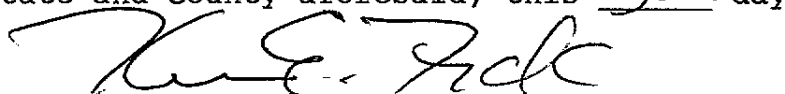
  
Marilyn K. Summitt, Esq.

STATE OF FLORIDA       )  
                                  ) SS:  
COUNTY OF BROWARD    )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared MARILYN K. SUMMITT, ESQ., known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she swore before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 5th day of October, 1998.



  
(SIGNATURE OF PERSON TAKING  
ACKNOWLEDGEMENT)

\_\_\_\_\_  
(Name of acknowledger, typed, printed or stamped)

\_\_\_\_\_  
(Title or rank (serial number, if any))



CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE  
OR DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

---

Pursuant to Chapter 48.091, Florida Statutes,  
the following is submitted in compliance with  
said Act.

FIRST -- That TYLER SHAYNE, INC., a Florida corporation,  
desiring to organize under the laws of the State of Florida with  
its principal office, as indicated in the Articles of  
Incorporation, at City of Sunrise, County of Broward, State of  
Florida, has named MARILYN K. SUMMITT, ESQ. as Registered Agent,  
who may be served at the registered office located at c/o Goldberg,  
Young & Gravenhorst, P.A., 1630 North Federal Highway, City of Fort  
Lauderdale, County of Broward, State of Florida, as its agent to  
accept service of process within this State.

ACKNOWLEDGMENT (MUST BE SIGNED BY DESIGNATED AGENT):

Having been named to accept service of process for the above  
stated Corporation, at the place designated in this certificate, I  
hereby accept to act in this capacity and agree to comply with the  
provisions of said Act relative to keeping open said office.

  
Registered Agent

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT -6 AM 8:01