

Charter Number Only

VALIDATION ONLY

Requestor's Name

Address

City

State

ZIP

Phone

CORPORATION(S) NAME

600002676416

-10/30/98--01003--020

*****70.75 *****70.75

OLIVIA LEE, INC.



Empire Toll Free: 1-800-432-3028

FILED
98 OCT 30 AM 11:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> After 4:30 |
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Name	
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DIVISION OF CORPORATION

98 OCT 30 AM 9:21

CERTIFIED COPY

ARTICLES OF INCORPORATION

OF:

OLIVIA LEE, INC.

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TALLAHASSEE FLORIDA

ARTICLE I – NAME

The name under which this corporation will conduct its business and be known and recognized is:

OLIVIA LEE, INC.

ARTICLE II – DURATION

This corporation shall have a perpetual existence, unless dissolved according to law.

ARTICLE III – PURPOSE

This corporation is organized for the purpose of transacting any or all business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV – CAPITAL STOCK

This corporation is authorized to issue Five Hundred (500) shares of One Dollar (\$ 1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 3161 SW 142nd ave., Miami, Fl. 33175 and the name of the initial registered agent of this corporation at that address is: EDWIN SCHEER.

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 by the By-Laws, but shall never be less than one. The name and address of the initial director of this corporation is:

EDWIN SCHEER
3161 SW 142nd ave., Miami, Fl. 33175

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI – SHAREHOLDERS

Shareholder meetings will take place once a year within or without the geographical boundaries of the State of Florida. A majority of the shares entitled to vote, represented in person or proxy, shall constitute a Quorum, but in no event shall a quorum consist of less than one third of the shares entitled to vote at the meeting. Shareholders will have the power to adopt, alter, amend or repeal corporate by-laws or they may vest such responsibilities of the Board of Directors.

ARTICLE VII – INDEMNIFICATION

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer or any other corporation, firm and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claims or liabilities provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties. The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors of the corporation are pecuniary or otherwise interest in, or are directors or officers of such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniary or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VIII – INCORPORATED

The name and address of the person signing these articles is:

EDWIN SCHEER
3161 SW 142nd Avenue, Miami, Fl. 33175

ARTICLE IX – OFFICERS

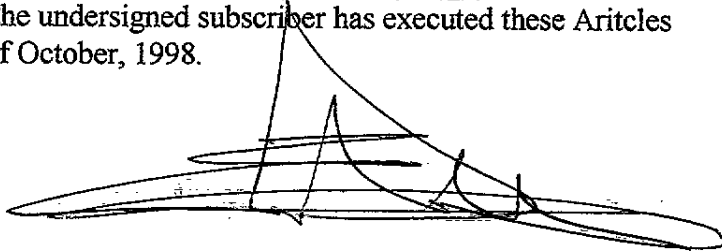
The officers of this corporation shall be:

EDWIN SCHEER – President, Treasurer, Vice President and Secretary

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in any or as many respects as may be desired, provided that the amended articles contain only such provisions as might be lawfully contained in the original articles at the time of the amendment. A charter amendment requires the affirmative vote of the holders of a majority of the shares entitled to vote thereon. Restated articles of incorporation may be adopted.

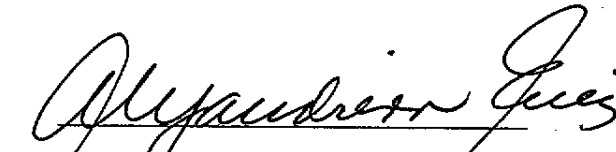
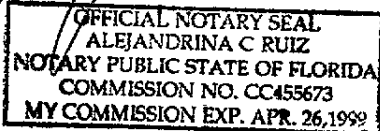
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 20th day of October, 1998.



STATE OF FLORIDA)
) ss
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above, personally appeared EDWIN SCHEER known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I set my hand and official seal in the County and State named above this 20th day of October, 1998.

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

In pursuance of Chapter 48.091 Florida Statute, the following is submitted, in compliance
with said Act that:

OLIVIA LEE, INC.

Desiring to organize under the laws of the State of Florida with its principal office at
3161 SW 142nd ave., Miami, Fl. 33175, City of Miami, County of Dade, State of Florida,
as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

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

By

Resident Agent

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TALLAHASSEE FLORIDA