

Hughes Hubbard & Reed LLP

201 South Biscayne Boulevard
Miami, Florida 33131-4332
Telephone: 305-358-1666
Facsimile: 305-371-8759

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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November 3, 1998

VIA FEDERAL EXPRESS

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

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*****78.75 *****78.75

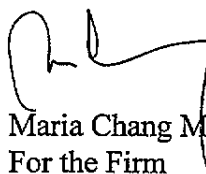
Re: Deux Lapins, Inc.

Dear Sir or Madam:

Enclosed are duly executed articles of incorporation for the above-referenced, a copy of same and a check for \$78.75 payable to the Secretary of State for the required filing fees. Please file the original articles, certify the copy thereof and forward it to me at the address indicated on the letterhead.

Call the undersigned at (305)358-1666 should you have any questions regarding this filing.
Thank you for your prompt attention to this filing.

Sincerely,


Maria Chang Mayer
For the Firm

Enclosure

F. CHESSEY NOV 6 1998

ARTICLES OF INCORPORATION
OF
DEUX LAPINS, INC.

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME OF CORPORATION

The name of the Corporation is DEUX LAPINS, INC.

ARTICLE II

ADDRESS

The initial principal office and mailing address of the Corporation is 6979 Sunrise Drive, Coral Gables, Florida 33133.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue 100 shares of common stock, \$0.01 par value.

ARTICLE IV

PREEMPTIVE SHARES

The shareholders of this Corporation shall not be granted preemptive shares.

ARTICLE V

INITIAL REGISTERED AGENT AND OFFICE

The initial Registered Agent to accept service of process within this state for the Corporation shall be James Damon Atkins, and the initial Registered Office of the Corporation shall be located at 6979 Sunrise Drive, Coral Gables, Florida 33133

ARTICLE VI

INCORPORATOR

The name and address of the incorporator is:

James Damon Atkins
6979 Sunrise Drive
Coral Gables, Florida 33133

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ARTICLE VII
BOARD OF DIRECTORS

The number of directors constituting the Board of Directors shall be fixed by the Bylaws of the Corporation but shall not be less than one. The initial director of the Corporation shall be James Damon Atkins. The mailing address of the initial director is 6979 Sunrise Drive, Coral Gables, Florida 33133.

ARTICLE VIII
NATURE OF BUSINESS

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

ARTICLE IX
CORPORATE EXISTENCE

The duration of this Corporation is to be perpetual.

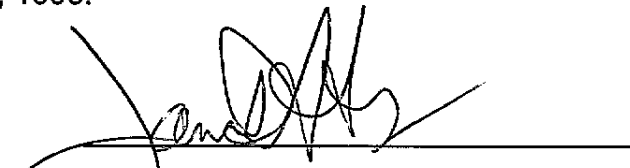
ARTICLE X
INDEMNIFICATION

This Corporation shall indemnify and may insure any and all incorporators, directors, officers, employees or agents, or former directors, officers, employees or agents or persons who may have served at the request of the Corporation to the fullest extent permitted by law currently in effect or hereinafter enacted.

ARTICLE XI
AMENDMENT

These Articles of Incorporation or any amendment thereto may be amended in the manner authorized by law at the time of amendment.

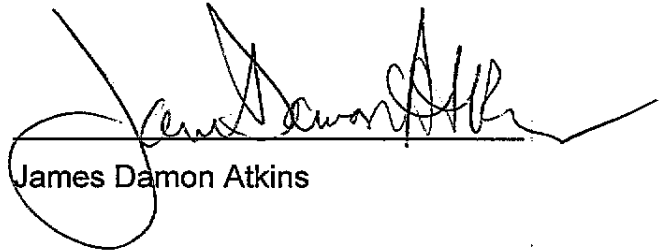
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 30th day of October, 1998.



Incorporator

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

Having been named Registered Agent of Deux Lapins, Inc. and to accept service of process for Deux Lapins, Inc. at the place designated in these Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as Registered Agent this 30th day of October, 1998.


James Damon Atkins

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