

**MUCHNICK
WASSERMAN
& DOLIN**

Attorneys At Law
A Partnership of Professional Associations

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Jeffrey P. Wasserman, P.A.
Susan L. Dolin, P.A.
Daniel R. Levine
Adam S. Chotiner
Merle Litman (1926-1977)

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November 23, 1998

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

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

Re: Articles of Incorporation of BARNIE SMITH GROUP, INC.

Dear Sir or Madam:

Enclosed herewith please find the original and one copy of Articles of Incorporation with regard to the above referenced corporation, together with our firm's check in the amount of \$78.75 which covers the following:

- | | | |
|----|-----------------------|----------------|
| 1. | Filing Fee | \$35.00 |
| 2. | Registered Agent Fee | \$35.00 |
| 3. | Certificate of Status | <u>\$ 8.75</u> |

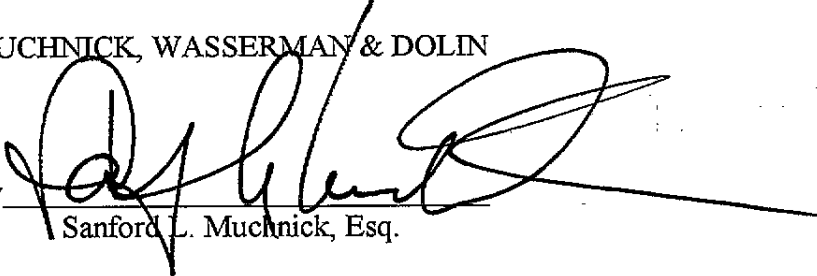
\$78.75

Kindly process the Articles of Incorporation and return one copy with the filing date stamped on it, in the envelope provided herein.

Thank you for your courtesy and cooperation in this regard.

Very truly yours,

MUCHNICK, WASSERMAN & DOLIN

By 
Sanford L. Muchnick, Esq.

SLM:dp
Enclosure

FILED
98 NOV 30 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Reply to:

☒ Hollywood Office • Presidential Circle

4000 Hollywood Boulevard • Suite 620 North • Hollywood, Florida 33021
Broward (954) 989-8100 • Dade (305) 624-9100 • Fax (954) 989-8700

☐ Boca Raton Office • 1 Boca Place

2255 Glades Road • Suite 200 East • Boca Raton, Florida 33431
Boca Raton (561) 989-3233 • Broward (954) 989-8100 • Fax (561) 989-3234

CP
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ARTICLES OF INCORPORATION

OF

BARNIE SMITH GROUP, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a Corporation under the Laws and Statutes of the State of Florida, hereby adopt the following Articles of Incorporation.

ARTICLE I

Name of Corporation

The name by which this Corporation will be known, and under which it will conduct business shall be: BARNIE SMITH GROUP, INC.

ARTICLE II

Term of Duration

This Corporation shall have perpetual existence commencing with the filing of these Articles of Incorporation.

ARTICLE III

Nature of Business

The general nature of the business, proposed object, and/or purpose to be transacted, promoted, and/or carried on are to do any and all things; both as Principals and/or Agents, as hereinafter mentioned as fully and to the same effect and/or extent as natural persons and/or other Corporations might or could do.

This Corporation may engage in any and all activities, businesses, and/or objects permitted under the Laws of the State of Florida, said Corporation's primary purpose to be: An investment and financial association.

In addition to the above, the Corporation shall be entitled to do the following:

A. Engage in wholesale and retail distribution of, sale of, design of and maintenance of, any and all types of products whether it be for public or private use or sale.

B. Purchase, receive by way of gift, subscribe for, invest in, and in all other ways acquire, import, lease, maintain, handle on consignment, own, hold for investment or otherwise use, exercise, operate, manage, conduct, perform, enjoy, make, borrow, guarantee, contract in respect of, trade and deal in, sell (whether wholesale or retail), cater, exchange, mortgage, pledge, expand, encumber, transfer, assign and in all other ways dispose of, assemble, build, construct, operate, manufacture, place, cultivate, produce, market, and in all other ways (whether like or unlike the foregoing), deal in and with property of every kind and character, real, personal, or mixed, tangible, intangible, wherever situated and however held, including, but not limited to food, liquor, restaurant products, money, credits, choses in action, securities, stocks, bonds, warrants, certificates, debentures, mortgages, notes on commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation (foreign or domestic) or of any government or subdivision, or agency thereof.

C. Hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, principal or trustee.

D. Promote or aid in any matter, financially or otherwise, any person, firm, association, or corporation, and to guarantee contracts and other obligations.

E. Let concessions to others to do any of the things that this Corporation is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any person, firm, association, or corporation, or any government or authority or subdivision or agency thereof.

F. To do all and everything necessary, convenient or proper for the accomplishment or improvement of any and all of the business, purpose, or object of, or attaining to the business, purpose, or object of, or in furtherance of any and all of the powers enumerated in these ARTICLES OF INCORPORATION (including any and all AMENDMENTS thereto) or the BYLAWS, necessary or incidental to the protection or benefit of the Corporation as Principal, Agent, Director, Officer, Trustee, Legal Representative, or otherwise.

ARTICLE IV

Capitalization

The amount of capital with which this Corporation will begin business shall be 10 shares at \$100.00 par value.

This Corporation shall be authorized to issue any amount of additional Shares of Stock (of whatever classes, Common and/or Preferred) and whatever series when and for such consideration as may be determined from time to time by the Board of Directors at a meeting of the Board of Directors called for that purpose.

ARTICLE V

Directors

The business, purpose, and object of this Corporation shall be managed by the Board of Directors which shall be headed by a Chairman of the Board. Initially, the Board shall be composed of Eight (8) Directors (one (1) of whom shall act as its Chairman) which shall exercise complete and absolute control of this Corporation. The number of Directors may be increased or decreased from time to time by an AMENDMENT of the BYLAWS of the Corporation which shall be approved by the affirmative vote of Three-Fourths (3/4) of the Shares of Stock entitled to vote thereon (or in the manner provided for by Law), but shall number of directors never be less than One (1). The Directors shall report directly to the Stockholders, and shall not be held accountable to anyone other than the Stockholders of this Corporation.

The name and address of the initial Directors are:

1. NAME: BARBARA SCHERR
 ADDRESS: 1740 Lakeshore Drive
 Weston, FL 33326
2. NAME: CAROLE GREENBERG
 ADDRESS: 6115 N.W. 123rd Lane
 Coral Springs, FL 33026
3. NAME: DONNA KALMAN
 ADDRESS: 6250 N.W. 120th Dr.
 Coral Springs, FL 33076
4. NAME: ELISHA CARRIO
 ADDRESS: 2461 Miller Court
 Weston, FL 33332
5. NAME: JOAN ROSENBERG
 ADDRESS: 19851 N.E. 24th Court
 North Miami Beach, FL 33180

6. NAME: LISA MOSCA
 ADDRESS: 345 S.W. 183rd Way
 Pembroke Pines, FL 33029
7. NAME: MONA RICATTI
 ADDRESS: 1581 Eastlake Way
 Weston, FL 33326
8. NAME: SUSAN SCHRAUB
 ADDRESS: 110 Heatherbrook Way
 Hollywood, FL 33021

ARTICLE VI

Officers

The Board of Directors may from time to time name, elect, and appoint any and all Officers as may be required for the pursuit and/or furtherance of the business, purpose, and/or object of this Corporation and/or any and all of its Subsidiaries and/or Divisions. The Stockholders may make recommendations as to naming, election, and/or appointment of prospective Officers. However, the Stockholders may not name, elect, and/or appoint a prospective Officer over the objection of the Board of Directors. The Officers of this Corporation shall report directly to the Board of Directors to whom they shall be held accountable.

The name(s) and address(es) of the initial Officers are:

1. NAME: MONA RICATTI President
 ADDRESS: 1581 Eastlake Way
 Weston, FL 33326

2. NAME: BARBARA SCHERR Vice President
ADDRESS: 1740 Lakeshore Drive
Weston, FL 33326
3. NAME: CAROLE GREENBERG Secretary
ADDRESS: 6115 N.W. 123rd Lane
Coral Springs, FL 33026
4. NAME: DONNA KALMAN Treasurer
ADDRESS: 6250 N.W. 120th Dr.
Coral Springs, FL 33076

ARTICLE VII

Principal Office

The initial post office address of the Principal Office of this Corporation shall be: 1581 Eastlake Way, Weston, FL 33326. The Board of Directors may from time to time move the Principal Office to any other address that the Board of Directors considers to be in the best interest of this Corporation.

ARTICLE VIII

Subscriber

The name and address of the Initial Incorporators and Subscribers to these ARTICLES OF INCORPORATION, the number of Shares that they agree to Subscribe to and the aggregate value of said consideration is as follows:

<u>Names & Addresses</u>	<u>No. of Shares</u>	<u>Consideration</u>
BARBARA SCHERR 1740 Lakeshore Drive Weston, FL 33326	1	\$100.00
CAROLE GREENBERG 6115 N.W. 123rd Lane Coral Springs, FL 33026	1	\$100.00

DONNA KALMAN 6250 N.W. 120th Dr. Coral Springs, FL 33076	1	\$100.00
ELISHA CARRIO 2461 Miller Court Weston, FL 33332	1	\$100.00
JOAN ROSENBERG 19851 N.E. 24th Court North Miami Beach, FL 33180	1	\$100.00
LISA MOSCA 345 S.W. 183rd Way Pembroke Pines, FL 33029	1	\$100.00
MONA RICATTI 1581 Eastlake Way Weston, FL 33326	1	\$100.00
SUSAN SCHRAUB 110 Heatherbrook Way Hollywood, FL 33021	1	\$100.00

ARTICLE IX

Subsidiaries

This Corporation may create or form, or cause to be created or formed; any and all Subsidiaries, domestic and/or foreign, as the Directors (with the advice and consent of the Shareholders) may from time to time determine.

ARTICLE X

Divisions

This Corporation may create or form, or cause to be created or formed; any and all Divisions within this Corporation and/or any and all Subsidiaries thereof as the Directors may from time to time determine for the purpose of conducting and/or pursuing the business, purpose, and/or object of this Corporation and/or any and all Subsidiaries thereof.

ARTICLE XI

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which the stock offered to others.

ARTICLE XII

Amendments

The power to adopt, alter, amend, and/or repeal the ARTICLES OF INCORPORATION shall be vested in the Stockholders. Each Amendment shall be approved by the affirmative vote of 3/4 of the Stock entitled to vote thereon at a meeting of the Stockholders called for that purpose.

ARTICLE XIII

ByLaws

The Stockholders of this Corporation are specifically authorized from time to time to adopt, alter, amend, and/or repeal the BYLAWS which are not inconsistent with these ARTICLES OF INCORPORATION, restraining the alienation of Shares of Stock in this Corporation and providing

for the purchase and/or redemption by the Corporation of such shares of Stock, providing, however, that provisions dealing with the purchase and/or redemption by the corporation of such Shares of Stock may not be invoked at a time and/or in a manner which would impair the capital structure and/or the operation, business, purpose, and/or object of this Corporation.

WHEREFORE, for the purpose of forming this Corporation under the Laws and Statutes of the State of Florida, the undersigned have made, subscribed to, executed, and acknowledge these ARTICLES OF INCORPORATION this 30 day of September, A.D., 1998.

Barbara Scherr
BARBARA SCHERR, Incorporator

Carole Greenberg
CAROLE GREENBERG, Incorporator


Donna Kalman
DONNA KALMAN, Incorporator

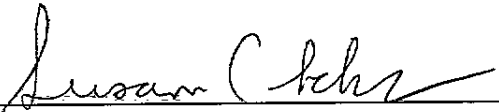
Elisha Carrio
ELISHA CARRIO, Incorporator

Joan Rosenberg
JOAN ROSENBERG, Incorporator

Lisa Mosca
LISA MOSCA, Incorporator

~~Michelle Thaler~~
~~MICHELLE THALER, Incorporator~~


MONA RICATTI, Incorporator

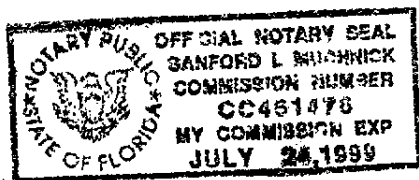

SUSAN SCHRAUB, Incorporator

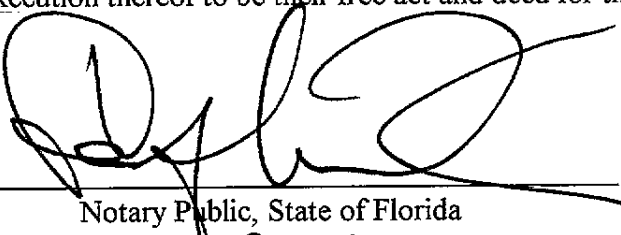
AFFIDAVIT

STATE OF FLORIDA }
 }
COUNTY OF BROWARD }

BE IT KNOWN TO ALL BY THESE PRESENTS THAT:

On this day, personally appeared before me, the undersigned officer duly authorized to administer oaths and take acknowledgments, **BARBARA SCHERR, CAROLE GREENBERG, DONNA KALMAN, ELISHA CARRIO, JOAN ROSENBERG, LISA MOSCA, MICHELLE THAYER, MONA RICATTI and SUSAN SCHRAUB**, who are personally known to me to be the persons described in, and who signed and executed the foregoing ARTICLES OF INCORPORATION, and acknowledged the execution thereof to be their free act and deed for the uses, purposes, and objects therein mentioned.




Notary Public, State of Florida
Print Name: Sanford L. Muchnick
Dated: Sept 30, 1998

My Commission Expires:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of §607.0501 or §617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: BARNIE SMITH GROUP, INC.
2. The name and address of the registered agent and office is:

BARBARA SCHERR
1740 Lakeshore Drive
Weston, FL 33326

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

DATED this 30 day of September, 1998.



BARBARA SCHERR
Registered Agent