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FISCHLER & FRIEDMAN, P.A.

ATTORNEYS AT LAW
116 SOUTHEAST SIXTH COURT
FORT LAUDERDALE, FLORIDA 33301

MICHAEL A. FISCHLER*
CIRCUIT COURT MEDIATOR
FAMILY COURT MEDIATOR
HOWARD S. FRIEDMAN*

* ALSO MEMBER FEDERAL BAR

January 25, 1999

TELEPHONE
(954) 763-5778
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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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

Re: Barbara Shapiro, Inc.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for Barbara Shapiro, Inc. Also enclosed is my check in the amount of \$78.75 payable to Secretary of State to defray filing fees. Kindly return a certified copy of the filed Articles in the stamped, self-addressed envelope provided herein for your convenience.

Thank you for your cooperation in the above regard. Should there be any problems, please call me immediately upon your receipt.

Sincerely,

FISCHLER & FRIEDMAN, P.A.

HOWARD S. FRIEDMAN

HSF:jg

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DIVISION OF CORPORATIONS
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WS

**ARTICLES OF INCORPORATION
OF
BARBARA SHAPIRO, INC.**

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this Corporation shall be:

BARBARA SHAPIRO, INC.

ARTICLE II

NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation shall be authorized to issue and have outstanding at any one time shall be 10,000 shares of common stock, \$1.00 par value per share.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

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ARTICLE V
REGISTERED AGENT AND INITIAL
REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Barbara Shapiro
3809 Coco Plum Circle
Coconut Creek, FL 33063

ARTICLE VI
BOARD OF DIRECTORS

This Corporation shall have at least one director.

ARTICLE VII
INCORPORATOR

The name of the person signing these Articles of Incorporation as the Incorporator is Barbara Shapiro and her address is 3809 Coco Plum Circle, Coconut Creek, Florida 33063.

ARTICLE VII
INDEMNIFICATION

This Corporation shall indemnify to the fullest extent permitted by Section 607.0850 of the Florida Business Corporation Act, as may be amended from time to time, any director or officer of the Corporation who is a party or who is threatened to be made a party to any proceeding which is a threatened, pending or completed action or suit brought against said officer or director in his official capacity. This Corporation shall not indemnify any director or officer in any action or suit, threatened, pending or completed, brought by him against the Corporation, in the event the officer or director is not the prevailing party.

Indemnification of any other persons, such as employees or agents of the Corporation, or serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be determined in the sole and absolute discretion of the Board of Directors of the Corporation.

Pursuant to Section 607.0850(9)(a) of the Florida Business Corporation Act, no court ordered indemnification shall, under any circumstances, be permitted.

ARTICLE IX

AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE X

CONTROL SHARE ACQUISITIONS

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation this 22 day of January, 1998.⁹



BARBARA SHAPIRO, Incorporator

STATE OF FLORIDA)
) ss.
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me on this 22nd day of January 1999, by BARBARA SHAPIRO, as Incorporator, who is personally known.

(SEAL)



MARSHA FRIEDMAN
My Commission CC499900
Expires Nov. 02, 1999

Marsha Friedman
Notary Public
My Commission Expires:

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

BARBARA SHAPIRO, INC., a corporation existing under the laws of the State of Florida, with its principal office and mailing address at: 1835 University Drive, Coral Springs, Florida 33071, has named Barbara Shapiro, whose address is 3809 Coco Plum Circle, Coconut Creek, Florida 33063, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law.

Barbara Shapiro
BARBARA SHAPIRO

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