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LEVY, KNEEN, MARIANI, CURTIN, KORNFELD & DEL RUSSO

PROFESSIONAL ASSOCIATION
COUNSELORS AT LAW

JAYNE REGESTER BARKDULL
CHRISTOPHER C. COPELAND
J. BARRY CURTIN
ALEXANDER D. DEL RUSSO
JEFFREY D. KNEEN
GARY L. KORNFELD
NANCY GUFFEY LANDERS
JOHN F. MARIANI

SUITE 1000
1400 CENTREPARK BOULEVARD
WEST PALM BEACH, FLORIDA 33401

H. IRWIN LEVY
RETIRED

ELEANOR B. HALPERIN
ALVIN S. SHERMAN
OF COUNSEL

TELEPHONE (561) 478-4700
FAX NO. (561) 478-5811

February 12, 1999

via Federal Express delivery

State of Florida
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-02/15/99--01092--005
122.50 **78.75

RE: Sarah Ashley, Inc. Articles of Incorporation
File No.

Dear Sir/Madam:

Enclosed is the original and copy of Articles of Incorporation for the above-referenced corporation together with our check in the amount of \$122.50 for the filing fee. Please return a certified copy of the filed Articles to the undersigned. I have included Federal Express shipping material for your convenience.

Very truly yours,



Teresa R. Chappell
Legal Secretary

Enc.

FILED
99 FEB 15 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2/16/99
MCC

ARTICLES OF INCORPORATION

OF

Sarah Ashley, Inc.

FILED
99 FEB 15 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I -- NAME AND PRINCIPAL OFFICE

The name of the corporation shall be Sarah Ashley, Inc. The principal office and mailing address of the corporation is 8111-B Garden Road, Riviera Beach, Florida 33404.

ARTICLE II -- DURATION

The corporation shall have perpetual existence.

ARTICLE III -- PURPOSE

The purpose of this corporation is engaging in any activity or business permitted under the laws of the United States or of this State.

ARTICLE IV -- CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of capital stock with a par value of \$1.00 per share.

ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT

The street address in this state of the initial registered office of the corporation is 1400 Centrepark Blvd., Suite 1000, West Palm Beach, FL 33401, and the name of the initial registered agent at such address is John F. Mariani, Esq.

ARTICLE VI -- INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) member. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors are:

Daniel A. McCarthy
8111-B Garden Road, Riviera Beach, FL 33404

ARTICLE VII -- INCORPORATOR

The name and address of the person signing these Articles is:
John F. Mariani, Esq., 1400 Centrepark Blvd., Suite 1000, West Palm
Beach, Florida 33401.

IN WITNESS WHEREOF, we have made and subscribed these Articles
this 12th day of February, 1999.

John Mariani
John F. Mariani,
Incorporator

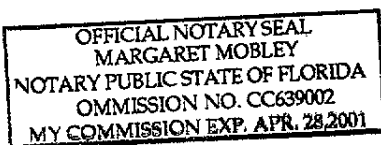
STATE OF FLORIDA)
) SS.:
COUNTY OF PALM BEACH)

Before me personally appeared John F. Mariani, Esq. to me well
known and known to me to be the person described in and who executed
the foregoing instrument, and acknowledged to and before me that she
executed said instrument for the purposes therein expressed. He is
personally known to me or produced _____
_____ as identification.

WITNESS my hand and official seal this 12th day of
February, 1999.

(NOTARIAL IMPRESSION SEAL)

Margaret Mobley
NOTARY PUBLIC
My Commission Expires: 4/28/01



CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTRATION OFFICE


PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE, IN THE STATE OF FLORIDA.

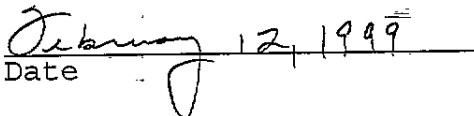
1. The name of the corporation is:

Sarah Ashley, Inc.

2. The name and address of the registered agent and office is:

John F. Mariani, Esq.
1400 Centrepark Boulevard, Suite 1000
West Palm Beach, FL 33401

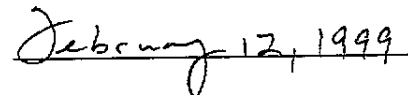



John F. Mariani, Incorporator


Date

ACCEPTANCE

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 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.

Dated: 
February 12, 1999



John F. Mariani

FILED
99 FEB 15 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA