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ACCOUNT NO. : 072100000032
REFERENCE : 171803 7132946
AUTHORIZATION : Patricia Pizut
COST LIMIT : \$ 78.75

ORDER DATE : March 17, 1999
ORDER TIME : 11:02 AM
ORDER NO. : 171803-005
CUSTOMER NO: 7132946

RECEIVED
99 MAR 17 PM 12:30
DIVISION OF CORPORATIONS

CUSTOMER: Mr. Phil Gross
RUBIN BALOGH & GROSS
RUBIN BALOGH & GROSS
777 Arthur Godfrey Road
4th Floor
Miami, FL 33140

800002809428-4

DOMESTIC FILING

NAME: BALOGH OUTLET, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 17 PM 2:56

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS: *JP 3/17/99*

ARTICLES OF INCORPORATION

OF

BALOGH OUTLET, INC.

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THE UNDERSIGNED incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the corporation is Balogh Outlet, Inc. (the "Corporation").
- SECOND:** The principal office address and mailing address of the Corporation is: 4020 Royal Palm Avenue, Miami Beach, Fl 33140.
- THIRD:** The Corporation is authorized to issue 1,000 shares of common stock, par value \$1.00 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is: 777 Arthur Godfrey Road, 4th Floor, Miami Beach, Florida 33140, and the registered agent at that address is: Philip Gross.
- FIFTH:** The name and address of the incorporator of the Corporation is: Philip Gross, Esq., 777 Arthur Godfrey Road, 4th Floor, Miami Beach, Fl 33140.
- SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH:** The Corporation shall have one director initially and the number of directors may be increased or diminished from time as provided in the Bylaws of the Corporation but shall never be less than one. The name and address of the initial director of the Corporation is: Robert Balogh, 777 Arthur Godfrey Road, 4th Floor, Miami Beach, Fl 33140.
- EIGHTH:** The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Act, as amended from time to time, relating to affiliated transactions.
- NINTH:** The Corporation expressly elects not to be governed by Section 607.0909 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisition.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 16 day of March, 1999.

A handwritten signature in dark ink, appearing to read 'Philip Gross', written over a horizontal line.

Incorporator: Philip Gross, Esquire

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ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as a registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

A handwritten signature in dark ink, appearing to read 'Philip Gross', is written over a horizontal line.

Philip Gross, Esquire