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THE UNITED STATES CORPORATION COMPANY

FILED

99 JUL 30 AM 9: 59

ACCOUNT NO. : 072100000032

SECRETARY OF STATE, TALLAHASSEE, FLORIDA

REFERENCE : 325506 81112A

AUTHORIZATION : Patricia Puzio

COST LIMIT : \$ 78.75

ORDER DATE : July 30, 1999

ORDER TIME : 12:0 PM

ORDER NO. : 325506-005

CUSTOMER NO: 81112A

RECEIVED 99 JUL 31 PM 1:19 DEPT. OF REVENUE DIVISION OF CORPORATIONS TALLAHASSEE, FLORIDA

Stephen B. Rosenthal, Esq  
STEPHEN B. ROSENTHAL, ESQ  
STEPHEN B. ROSENTHAL, ESQ  
8142 N. University Drive

Tamarac, FL 33321

DOMESTIC FILING

NAME: PASSOVERS WITH PANACHE, INC.

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

700002946437--0

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS: PH 7/30/99 ✓

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
PASSOVERS WITH PANACHE, INC.**

ARTICLE I

The name of the corporation shall be PASSOVERS WITH PANACHE, INC. and its mailing address shall be 4045 SHERIDAN AVENUE, #259, MIAMI BEACH, FLORIDA 33140.

ARTICLE II

This corporation shall have perpetual existence commencing upon the filing date of these Articles of Incorporation with the Secretary of State of Florida.

ARTICLE III

The Corporation may engage in any or all lawful business permitted by the laws of Florida and the United States of America.

ARTICLE IV

The Corporation shall have authority to issue 500 shares of common stock of \$1.00 par value which shall be designated "Common Shares".

ARTICLE V

Every shareholder, upon the sale for cash of any new stock of the Corporation shall have the right to purchase his prorata share thereof ( as nearly as may be done without issuance of fractional shares ) at the price at which it is offered to others.

ARTICLE VI

The street address of the initial registered agent of this corporation shall be 8142 North

University Drive, Tamarac, Florida 33321, and the name of the initial registered agent shall be Stephen B. Rosenthal, Esq..

ARTICLE VII

The incorporator(s) of the corporation signing these Articles is (are) whose address(es) is (are) as follows:

NAME & ADDRESS

Stuart Paskow  
4045 Sheridan Avenue, #259, Miami Beach, Florida 33140

ARTICLE VIII

This corporation shall have THREE (3) Director(s) constituting the initial Board of Directors. The number of Directors may be increased or decreased from time to time by the Bylaws. The name(s) and address(es) of the initial Board of Directors of this Corporation is (are):

NAME & ADDRESS

|                 |  |
|-----------------|--|
| Stuart Paskow   | 4045 Sheridan Avenue, #259, Miami Beach, Florida 33140 |
| Randy Zablow    | 4045 Sheridan Avenue, #259, Miami Beach, Florida 33140 |
| Steve Greenside | 4045 Sheridan Avenue, #259, Miami Beach, Florida 33140 |

ARTICLE IX

This corporation shall indemnify any officer or director, to the full extent permitted by law.

ARTICLE X

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any Amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has set forth his hand and seal this

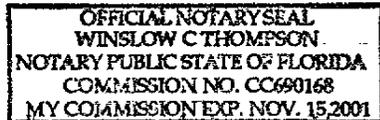
27 day of JULY, 1999.

Stuart Paskow  
Stuart Paskow

STATE OF FLORIDA:  
COUNTY OF DADE:

BEFORE ME, a notary public of the state of Florida, personally appeared STUART PASKOW, who is known to me to be the person whose name is subscribed to this instrument, and who acknowledged before me that he executed the same for the purposes therein expressed on JULY 27<sup>TH</sup>, 1999.

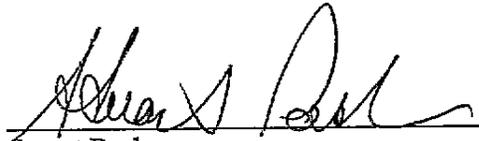
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 27 day of JULY, 1999.



Winslow C Thompson  
NOTARY PUBLIC

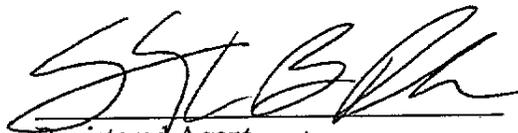
**DESIGNATION OF AND ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT  
PURSUANT TO FLORIDA STATUTE 48.091**

PASSOVERS WITH PANACHE, INC., by and through its sole incorporator, Stuart Paskow, hereby designates STEPHEN B. ROSENTHAL, ESQ. as its initial registered agent to accept service of process within Florida, and designates his office, whose street address is 8142 North University Drive, Tamarac, Florida 33321, as the initial registered office of the corporation.

  
Stuart Paskow  
President

Date: 7/28/99

I, STEPHEN B. ROSENTHAL, having been named to accept service of process for the above named corporation at the place designated in this certificate, hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

  
Registered Agent  
Dated: 7/29/99

FILED  
99 JUL 30 AM 10: 00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA