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ACCOUNT NO. : 072100000032

REFERENCE : 362760 4303929

AUTHORIZATION : *Patricia Pujat*

COST LIMIT : \$ 78.75

ORDER DATE : September 2, 1999

ORDER TIME : 10:57 AM

ORDER NO. : 362760-005

CUSTOMER NO: 4303929

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CUSTOMER: Ms. Yolanda Rodriguez  
GREENBERG TRAUIG  
GREENBERG TRAUIG  
1221 Brickell Avenue  
21st Floor  
Miami, FL 33131

DOMESTIC FILING

NAME: FLAG DI LIDO RETAIL CORP.

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: Erika Carlson

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 SEP -2 PM 1:17  
  
RECEIVED  
99 SEP -2 AM 11:26  
DIVISION OF STATE  
CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**FLAG DI LIDO RETAIL CORP.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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**ARTICLE I**

The name of the corporation is FLAG DI LIDO RETAIL CORP. (the "Corporation").

**ARTICLE II**

The address of the initial principal office and the mailing address of the Corporation is c/o Greenberg Traurig, P.A., 1221 Brickell Avenue, 21<sup>st</sup> Floor, Miami, Florida 33131, Attn.: Juan P. Loumiet, Esq.

**ARTICLE III**

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

**ARTICLE IV**

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE V**

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301 and the name of its initial registered agent is Corporation Service Company.

**ARTICLE VI**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one (1), and the name of the member of the initial Board of Directors, who is to serve as the Corporation's director until successors are duly elected and qualified is:

Juan P. Loumiet, Esq.  
1221 Brickell Avenue, 21<sup>st</sup> Floor  
Miami, Florida 33131

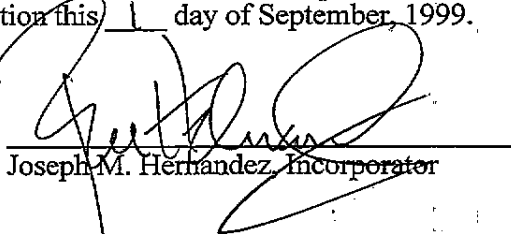
**ARTICLE VII**

The name of the Incorporator is Joseph M. Hernandez and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

**ARTICLE VIII**

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 1 day of September, 1999.

  
\_\_\_\_\_  
Joseph M. Hernandez, Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of FLAG DI LIDO RETAIL CORP. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

CORPORATION SERVICE COMPANY

  
\_\_\_\_\_  
Agent for the Registered Agent

Dated: September 2<sup>nd</sup>, 1999

**Deborah D. Skipper  
as its agent**

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