

999000100748



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 483370 4301770

AUTHORIZATION :

Patricia P.

COST LIMIT : \$ 78.75

ORDER DATE : November 16, 1999

ORDER TIME : 10:28 AM

ORDER NO. : 483370-005

100003047171--7

CUSTOMER NO: 4301770

CUSTOMER: Mr. Darren I. Coggins
PATTERSON, BELKNAP, WEBB &
PATTERSON, BELKNAP, WEBB &
1133 Avenue Of The Americas
23rd Floor
New York, NY 10036-6710

DOMESTIC FILING

NAME: AGNES B. ATLANTIC, 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

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV 17 PM 12:33

RECEIVED
99 NOV 17 AM 11:38
DEPARTMENT OF
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 NOV 17 PM 12:33

ARTICLES OF INCORPORATION
OF
AGNÈS b. ATLANTIC, INC.

The undersigned, an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is Agnès b. Atlantic, Inc.

SECOND: The street address, wherever located, of the initial principal office of the corporation is:

640 Collins Avenue
Miami Beach, FLA 33139

The initial mailing address of the corporation is:

c/o ABW Enterprises, Inc.
79 Greene Street
New York, NY 10012

THIRD: The number of shares that the corporation is authorized to issue is 2000 shares, all of which are of a par value of \$100.00 each and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

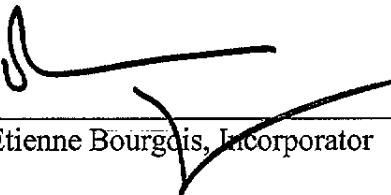
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DIVISION OF CORPORATIONS

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FIFTH: The name and the address of the incorporator are:


<u>NAME</u>	<u>ADDRESS</u>
Etienne Bourgois	BREAKFAST 79 Greene Street 10012 New York USA

IN WITNESS WHEREOF, the undersigned, being the incorporator of the hereinabovenamed corporation, does hereby execute these Articles of Incorporation this 15 day of November, 1999


Etienne Bourgois, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

CORPORATION SERVICE COMPANY

By: 
Name: Vicki Schreiber
Title: Asst. V.P.
Date: 11/16/99