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May 29, 2001

Florida Department of State
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

FILED
01 JUN - 1 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: ALLHEADZ, INC.

Dear Sir/Madam:

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-06/01/01--01051--005
****122.50 *****78.75

Enclosed is an original and one copy of the Articles of Incorporation for the above-named corporation.

After it has been filed of record, please return the certified copy to this office.

Enclosed is a check in the amount of \$122.50 to cover the following costs:

Filing Fees	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	35.00
	<u>\$ 122.50</u>

Thank you for your attention to this matter.

Very truly yours,

John D. O'Donnell
JOHN D. O'DONNELL

JDO:do

enc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

ALLHEADZ, INC.

The undersigned subscribers of these Articles of Incorporation, each a natural person to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is: **ALLHEADZ, INC.**

ARTICLE II

The general nature of the business to be transacted by this corporation is: to manufacture, purchase, sell, assign, transfer, or otherwise dispose of, and invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph or cemetery company, a building and loan association, mutual fire insurance association, fraternal benefit society, state fair or exposition.

ARTICLE III

The maximum number of shares that this corporation is authorized to have outstanding at any one time is: 1,000 shares/par value \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV

The amount of capital with which this corporation will begin business is not less than \$500.00.

ARTICLE V

This corporation is to exist perpetually.

ARTICLE VI

Pursuant to 607.034, Florida Statutes, the principal office of this corporation in the State of Florida shall be: 7767 W. Indigo Street, Miramar, Florida 33023. The registered agent in the State of Florida shall be JUDE PIERRE, whose business address is: 7767 W. Indigo Street, Miramar, Florida 33023

The above is also the mailing address.

ARTICLE VII

This corporation shall have one (1) director, initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders.

ARTICLE VIII

The names and post office addresses of the members of the first Board of Directors, the President, Vice-President and Secretary-Treasurer are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
JUDE PIERRE	7767 W. Indigo Street Miramar, Florida 33023	President Vice President Secretary Treasurer Director

ARTICLE IX

The names and post office address of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take and the value of the consideration is:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>	<u>CONSID- ERATION</u>
JUDE PIERRE	7767 W. Indigo Street. Miramar, Florida 33023	500	\$500.00

In accordance with Florida Statutes 613.26, it is expressly provided herein that the shareholders of this corporation shall have pre-emptive rights in any new stock of the same kind, class or series as that which they already hold and they shall have the right to purchase their pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others, which price, in the case of par value shares, may be in excess of par.

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholders meeting by the majority of the stockholders entitled to vote thereon.

ARTICLE XI

It is the intention of this Charter that the directors shall sell the capital stock of this corporation in accordance with the conditions of Section 1242 - 1244, inclusive, of the Internal Revenue Code.

Jude Pierre (SEAL)

_____ (SEAL)

_____ (SEAL)

STATE OF FLORIDA)
 SS
COUNTY OF BROWARD)

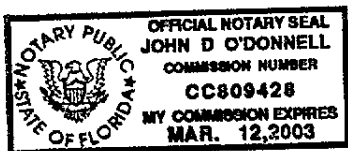
I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared:

JUDE PIERRE, _____, and _____,

to me know to be the person(s) described as subscriber(s) in, and who executed the foregoing Articles of Incorporation, acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and seal this 25 day of May, 2001.

My Commission Expires:



John D. O'Donnell
Notary Public

John D. O'Donnell
Notary Public Printed Name

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with
said Act:

FIRST: That ALLHEADZ, INC., desiring to organize under the laws
of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of
Miramar, County of Broward, State of Florida, has named JUDE PIERRE,
located at 7767 W. Indigo Street, Miramar, Florida 33023, of the
City of Miramar, County of Broward, State of Florida, zip code 33023,
as its registered agent to accept service of process within this State.

ACKNOWLEDGMENT; (Must be signed by designated agent)

Having been named to accept service of process for the above stated corporation, at place
designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision
of said Act relative to keeping open said office.

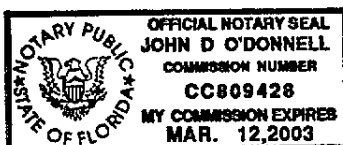
Jude Pierre
(Registered Agent)

STATE OF FLORIDA)
 SS
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day personally appeared before me the undersigned authority,
JUDE PIERRE, well known to me to be the person described in and who executed
the foregoing instrument, and he/she acknowledged before me that he/she executed as his/her free and
voluntary act and deed for the use and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 25th
day of May, 2001.

My Commission Expires:



John D. O'Donnell
Notary Public

John D. O'Donnell
Notary Printed Name

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