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FLORIDA PROFIT CORPORATION OR P.A.

Southern Xposure Corp.

Certificate of Status	1
Certified Copy	0
Page Count	03
Estimated Charge	\$78.75

11-20-02

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Southern Xposure Corp.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**Southern Xposure Corp.
6500 NE 18 Avenue, #6
Ft. Lauderdale, FL 33334**

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,500 Shares at No Par Value

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**Kimberly Fleak
6500 NE 18 Avenue, #6
Ft. Lauderdale, FL 33334**

Prepared By:
**Bruce B. Hubbard
77 East John St.
Hicksville, New York 11801
1-516-935-3940**

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ARTICLES V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Kimberly Fleak
6500 NE 18 Avenue, #6
Ft. Lauderdale, FL 33334

Cynthia Schwartz
2810 NE 9 CT
Pompano Beach, FL 33062

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

19th day of November 2002.



Kimberly Fleak - Signature



Cynthia Schwartz - Signature

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN THE DESIGNATING THE REGISTERED OFFICE/AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Southern Xposure Corp.

2. The name and address of the registered agent and office is:

Kimberly Fleak

Name

6500 NE 18 Avenue, #6

(P.O. Box or Mail Drop Box NOT Acceptable)

Ft. Lauderdale, FL 33334

(City / State / Zip)

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 the statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

Kimberly Fleak
Kimberly Fleak
SIGNATURE

November 19, 2002

(Date)

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