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AUDIT NUMBER......H98000007161
DOC TYPE..........FLORIDA PROFIT CORPORATION OR P.A.
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 16, 1998

EMPIRE

,

SUBJECT: PERFECT PROFILES TOO, INC.
REF: W98000008518

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The registered agent and street address must be consistent wherever it appears in your document.

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ELKINS, FREEDMAN & BELLE

ATTORNEYS AT LAW
2101 WEST COMMERCIAL BOULEVARD
SUITE 5400
FORT LAUDERDALE, FLORIDA 33309
BROWARD: (954) 733-1330
PALM BEACH: (561) 738-5308
FAX: (954) 485-7223

ALAN J. ELKINS
RICHARD L. FREEDMAN
STEFANIE BELLE BILFEN
DAVID B. GOLDMAN

CARYL L. MERL
OF COUNSEL

SATELLITE OFFICES
ALTAMONTE SPRINGS
BOYNTON BEACH
FORT MYERS
JUNO BEACH
NAPLES

April 16, 1998

I, DEBRA TURNER DIORIO, PRESIDENT AND SOLE STOCKHOLDER OF **PERFECT PROFILES, INC.** DO HEREBY AUTHORIZE THE SECRETARY OF STATE, DIVISION OF CORPORATIONS TO ALLOW MY FRIEND AND FUTURE BUSINESS PARTNER, LAURA KAY McIVER, TO BE ABLE TO USE THE NAME **PERFECT PROFILES TOO**, INC. FOR HER CORPORATION.

Debra A. Turner Diorio
DEBRA TURNER DIORIO, PRESIDENT
PERFECT PROFILES, INC.

H98000007161

201 N. NORTH LAKE BOULEVARD, SUITE 111, ALTAMONTE SPRINGS, FL 32701, TELEPHONE (407) 830-1177

1326 S. CONGRESS AVENUE, SUITE 244, BOYNTON BEACH, FL 33435, TELEPHONE (561) 735-5982

12730 NEW BRITTANY BLVD, SUITE 419, FORT MYERS, FL 33907, TELEPHONE (941) 939-2100

14255 U.S. HWY 1, SUITE 242, JUNO BEACH, FL 33408, TELEPHONE (561) 622-4411

5100 E. TAMIAMI TR. N, SUITE 105, NAPLES, FL 33940, TELEPHONE (941) 263-2220

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ARTICLES OF INCORPORATION

of

PERFECT PROFILES TOO, INC.

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The undersigned, does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is PERFECT PROFILES TOO, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 100 shares of $1.00 par value common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of directors.

ELKINS & FREEDMAN
2101 West Commercial Blvd.
Suite 5400
Fort Lauderdale, Florida 33309
(954) 733-1330 (561) 738-5988
Attorney: ALAN J. ELKINS, ESQUIRE
Florida Bar No.: 264512

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ARTICLE IV - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V - TERM

This corporation shall commence its existence upon filing and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE VII - INITIAL PRINCIPAL OFFICE AND AGENT

The street address and mailing address of the initial principal office of this corporation is 1657 S. Kirkman Road, Suite #162, Orlando, Florida 32811 and the name of the initial registered agent of this corporation is LAURA KAY McIVER, whose address is 1657 S. Kirkman Road, Suite #162, Orlando, Florida 32811.

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ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have at least one director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall by a majority vote, determine that the corporation be managed by the shareholders. The name and address of the initial directors of this corporation are **LAURA KAY McIVER 1657 S. Kirkman Road, Suite #162, Orlando, Florida 32811.**

ARTICLE IX - INCORPORATORS

The name and address of the person signing these articles is:

LAURA KAY McIVER
1657 S. Kirkman Road, Suite #162
Orlando, Florida 32811

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

ARTICLE XI

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors or this corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be

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transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an office of such corporation, or who it is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

ARTICLE XII

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 15 day of April, 1998.

SUBSCRIBER

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE 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 PERFECT PROFILES TOO, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of ORLANDO, County of ORANGE, State of Florida, has named LAURA KAY McIVER located at 1657 S. Kirkman Rd., City of ORLANDO, County of ORANGE, State of Florida, as its agent to accept service of process with the state.

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ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above 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.

By: Laura K McIver
(Resident Agent)

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