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Florida Department of State
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To: Division of Corporations
Fax Number : (850)922-4001

From: Account Name : EMPIRE CORPORATE KIT COMPANY
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

U-GURL! INC.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION

OF

U-gUrl! Inc.

The undersigned hereby presents these Articles for the formation of a corporation under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this corporation is U-gUrl! Inc. The principal place of business and mailing address for the corporation is: 776 N.E. 40th Court, Ft. Lauderdale, Florida 33334.

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ARTICLE II

PURPOSE

The general purpose or purposes for which the corporation is initially organized shall be to engage in the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida General Corporation Act; and the corporation shall have the power to take all action and do all things necessary and proper to carry out the foregoing purposes.

Prepared
Kevin Hagen FBN-008672
3990 Sheridan St # 104
Hollywood, FL 33021
(954)987-0515

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ARTICLE III

CAPITAL STOCK

The corporation is authorized to issue one hundred (100) shares of common stock having no par value.

ARTICLE IV

CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law. The corporation shall be effective as of date of filing.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida is:

3990 SHERIDAN STREET, SUITE 104
HOLLYWOOD, FLORIDA 33021

and the name of the initial registered agent at that address is:

KEVIN L. HAGEN

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ARTICLE VI

NUMBER OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time, by the by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII

INITIAL BOARD OF DIRECTORS AND OFFICERS

The names and addresses of the initial Board of Directors of this Corporation and their offices are:

<u>NAME</u>	<u>ADDRESS</u>
Carlos Rosales President	776 N.E. 40 th Court Ft. Lauderdale, Florida 33334
Joe Clinard, Jr. Vice President	776 N.E. 40 th Court Ft. Lauderdale, Florida 33334
Marcia Massa Secretary/Treasurer	776 N.E. 40 th Court Ft. Lauderdale, Florida 33334

ARTICLE VIII

SUBSCRIBER

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Marcia Massa	776 N.E. 40 th Court Ft. Lauderdale, Florida 33334

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ARTICLE IX

CUMULATIVE VOTING FOR DIRECTORS

At all elections of directors of this corporation, each stockholder shall be entitled to as many votes as shall equal the number of shares which he is entitled to vote multiplied by the number of directors to be elected; and he may cast all such votes for a single director, or may distribute them among any number of directors to be elected.

ARTICLE X

AMENDMENT

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 a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I, the incorporator, have executed these Articles of Incorporation this 12 day of April, 1999.

Marcia Massa (SEAL)
SEC


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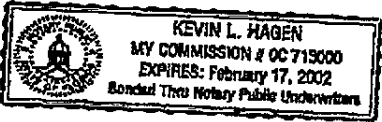
STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared to me, Marcia Massa, well known and known to me to be the individual described in, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Hollywood, County of Broward, State of Florida, this 12 day of April A.D., 1999.


NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

**IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:**

FIRST--THAT U-gUrl Inc.
CORPORATE NAME

**DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF FT.
LAUDERDALE, STATE OF FLORIDA, HAS NAMED KEVIN L. HAGEN LOCATED
AT 3990 SHERIDAN STREET, SUITE 104, CITY OF HOLLYWOOD, STATE OF
FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.**

SIGNATURE Marcia Massa
BY: Marcia Massa
TITLE: Secretary

Dated this 12 day of April, 1999.

**HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO
THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.**

SIGNATURE Kevin L. Hagen
KEVIN L. HAGEN
RESIDENT AGENT

Dated this 12 day of April, 1999.

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