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420 LINCOLN ROAD
MIAMI BEACH, FLORIDA 33139

ROGER RODRIGUEZ, ESQ.

TEL: (305) 532-1260

MAILING ADDRESS

P.O. BOX 398776
MIAMI BEACH, FL 33239-8776

February 22, 2000

FAX: (305) 535-8977

DEPARTMENT OF STATE
Division of Corporations
405 East Gaines Street
Tallahassee, FL 32399

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-02/23/00--01073--011
*****18.75 *****18.75

Re: New Filing-Articles of Incorporation-THE MAGIC PRINCESS CORPORATION

Dear Sir or Madam:

Please find enclosed an Original Plus One Copy of the Articles of Incorporation for the above identified corporation, to wit; THE MAGIC PRINCESS. A check payable to your order in the amount of \$78.75, representing the costs of filing the original Articles of Incorporation as well as to certify the copy thereof.

Thank you for your anticipated cooperation.

Sincerely yours,

EFFECTIVE DATE
2-14-00

ROGER RODRIGUEZ, ESQ.

FILED
00 FEB 23 AM 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Roger Rodriguez
GAVE
AUTHORIZATION BY PHONE TO
CORRECT Effect. Date
DATE 3-3-00
DOC. EXAM WA

5/1/00
WA

ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is: **THE MAGIC PRINCESS CORPORATION.**

Article II. Address

The mailing address of the Corporation is:

EFFECTIVE DATE
2-14-00

THE MAGIC PRINCESS CORPORATION

420 Lincoln Road
Suite 239
Miami Beach, FL 33139

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:

Roger Rodriguez, Esq.
420 Lincoln Road, Suite 239
Miami Beach, FL 33139

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:_____.

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Article V. Capital Stock

The corporation shall have authority to issue 2,000 shares of common stock, par value \$.01, per share.

Roger Rodriguez, Esq.
Florida Bar No.: 841269
420 Lincoln Road, Suite 239
Miami Beach, FL 33139
(305)532-1260

FILED
00 FEB 23 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article VI. Incorporator

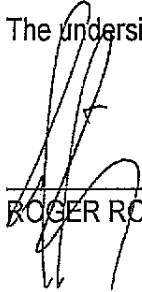
The name and address of the incorporator is:

Roger Rodriguez, Esq.
420 Lincoln Road, Suite 239
Miami Beach, FL 33139

Article VII

These Articles of Incorporation shall become effective and the corporate existence will begin on February 14, 2000.

The undersigned incorporator executed these Articles of Incorporation on February 21, 2000.



ROGER RODRIGUEZ

Roger Rodriguez, Esq.
Florida Bar No.: 841269
420 Lincoln Road, Suite 239
Miami Beach, FL 33139
(305)532-1260

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

FILED
00 FEB 23 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corporation:

THE MAGIC PRINCESS CORPORATION

Registered Agent/Office:

Roger Rodriguez, Esq.
420 Lincoln Road, Suite 239
Miami Beach, FL 33139

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



ROGER RODRIGUEZ

Date: 2/21/2000

Roger Rodriguez, Esq.
Florida Bar No.: 841269
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Miami Beach, FL 33139
(305)532-1260