

JILL K. FRIEDMAN, Esquire

P00000031676

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FILED

00 MAR 24 PM 2: 26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 17, 2000

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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*****78.75 *****78.75

Re: Gentlemen Prefer Blondes 54, Inc.


Dear Sir/Madam:

Please find enclosed herein the original and one (1) copy of the Articles of Incorporation and Designation of Registered Agent for the above-mentioned Florida Corporation.

A check in the amount of \$78.75 is enclosed. This represents payment for the filing fee and a Certificate of Status. Please forward these documents to the undersigned upon receipt.

Thank you for your attention to this matter.

Very truly yours,


Jill K. Friedman, Esq.

Enc.
cc: Sara K. Schubert

OK 3/29/00

**ARTICLES OF INCORPORATION
OF
GENTLEMEN PREFER BLONDES 54, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME OF CORPORATION

The name of this corporation is **Gentlemen Prefer Blondes 54, Inc.**

**ARTICLE II: PRINCIPAL PLACE OF BUSINESS AND MAILING
ADDRESS**

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

P.O. Box 41-6043
Miami Beach, Florida 33141

ARTICLE III: SHARES

The maximum number of shares of stock which this corporation shall have outstanding at any time shall be 100,000 shares of common stock, designated as common shares.

ARTICLE IV: INITIAL REGISTERED AGENT

The name and address of the initial registered agent is:

Sara K. Schubert
3300 N.E. 192nd Street
Tower 2, Suite LP13
Aventura, Florida 33180

ARTICLE V: BOARD OF DIRECTORS

The initial Board of Directors shall have one (1) member whose name and address is:

Sara K. Schubert
P.O. Box 41-6043
Miami Beach, Florida 33141

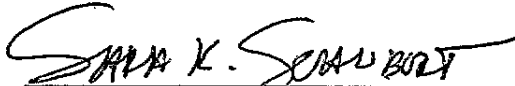
The number of directors may be raised or lowered as prescribed by the bylaws of the corporation but shall in no case be less than one (1).

ARTICLE VI: INCORPORATOR(S)

The name and address of the incorporator to these Articles of Incorporation is:

Sara K. Schubert
P.O. Box 41-6043
Miami Beach, Florida 33141

The undersigned has executed these Articles of Incorporation on this 16 day of March, 2000.


Sara K. Schubert, Incorporator

ARTICLE VII: PURPOSE AND DURATION

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and of the State of Florida. This corporation shall have perpetual existence.

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE**

FILED

00 MAR 24 PM 2: 27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

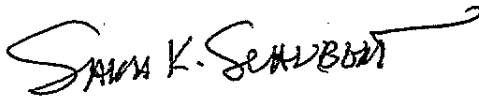
Pursuant to §607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent and registered office in the State of Florida.

The name of the corporation is : **Gentlemen Prefer Blondes 54, Inc.**

The name of the registered agent and office, as enumerated in Article IV of these Articles of Incorporation is:

**Sara K. Schubert
3300 N.E. 192nd Street
Tower 2, Suite LP 13
Aventura, Florida 33180**

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 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.



Sara K. Schubert, Registered Agent

3-16-00

Date