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ACCOUNT NO. : 072100000032

REFERENCE : 790248 10303A

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 70.00

ORDER DATE : August 7, 2000

ORDER TIME : 2:53 PM

ORDER NO. : 790248-005

CUSTOMER NO: 10303A

CUSTOMER: Stephen Beiner, Esq
Stephen Beiner, Esq

800003351738--6

2000 Glades Road
Suite 110
Boca Raton, FL 33431

DOMESTIC FILING

NAME: TOO COOL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG -9 PM 4:13

gf 8/10/00

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 AUG -9 PM 3:58

RECEIVED

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 AUG -9 PM 4:13

ARTICLES OF INCORPORATION
OF
TOO COOL, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

TOO COOL, INC.

The address of the principal office of this corporation shall be 411 Lake Tree Drive, Weston, Florida 33326, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2000 Glades Road, Boca Raton, Florida 33431, and the name of the initial registered agent of the corporation at that address is Stephen Beiner.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until his successors are elected or appointed is:

David Beiner
Pres./Sec.

411 Lake Tree Drive
Weston, Florida 33326

ARTICLE VII. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company on August 9, 2000.

CORPORATION SERVICE COMPANY.

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

dew

**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 DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: TOO COOL, INC.

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

Stephen Beiner

(NAME)

2000 Glades Road,

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

Boca Raton, Florida 33431

(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 statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

8/9/2000
(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314