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Florida Department of State

Division of Corporations

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To:

Division of Corporations  
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 541-3694  
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

scruples by design, inc.

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ARTICLES OF INCORPORATION

OF

SCRUPLES BY DESIGN, INC.

ARTICLE I

The name of this Corporation is:

SCRUPLES BY DESIGN, INC.

ARTICLE II

This Corporation shall exist in perpetuity commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

This Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares."

ARTICLE V

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation the assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

ARTICLE VI

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.

Prepared By:

MARK B. GOLDSTEIN, ESQUIRE  
MARK B. GOLDSTEIN P.A.  
2255 GLADES ROAD, SUITE 236W  
BOCA RATON, FL 33431  
(561) 989-9955

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**ARTICLE VII**  
**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 price at which it is offered to others.

**ARTICLE VIII**

The street address of the initial registered office of this Corporation is: 2700 N. Military Trail, Suite 220, Boca Raton, Florida 33431, and the name of the initial registered agent of this Corporation at that address is: Mark B. Goldstein, and the principal place of business of the corporation is 2700 N. Military Trail, Suite 220, Boca Raton, Florida 33431.

**ARTICLE IX**

This Corporation shall have THREE (3) Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and address of the initial Directors of this Corporation are:

**FRAN GOLDEN**  
**2700 N. MILITARY TRIAL, SUITE 220**  
**BOCA RATON, FLORIDA 33431**

**JOSEPH M. RENNA, JR.**  
**2700 N. MILITARY TRAIL, SUITE 220**  
**BOCA RATON, FLORIDA 33431**

**MARK B. GOLDSTEIN**  
**2700 N. MILITARY TRAIL, SUITE 220**  
**BOCA RATON, FLORIDA 33431**

**ARTICLE X**

The name and address of the person or entity signing these Articles of Incorporation is:

**MARK B. GOLDSTEIN**  
**2700 N. MILITARY TRAIL, SUITE 220**  
**BOCA RATON, FL 33431.**

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ARTICLE XI.  
AMENDMENT:

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10 day of October, 2000.

SCRUPLES BY DESIGN, INC.

BY: [Signature]  
MARK B. GOLDSTEIN, Incorporator

STATE OF FLORIDA )

COUNTY OF PALM BEACH )

I HEREBY CERTIFY on this day, before me, an officer duly authorized to administer oaths and to take acknowledgments, personally appeared MARK B. GOLDSTEIN, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person; i.e., Florida Drivers License and that an oath was not taken.

WITNESS my hand and official seal, this 10 day of October, 2000, in the County and State aforesaid.

[Signature]  
PRINT NAME:  
NOTARY PUBLIC, STATE OF FLORIDA  
My commission expires:  
Commission No: \_\_\_\_\_



Angela Warshefski  
Commission # GC 896172  
Expires Jan. 29, 2004  
Bonded Thru  
Atlantic Bonding Co., Inc.

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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 PURSUANCE OF CHAPTER 607.34, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED IN COMPLIANCE WITH SAID ACT:

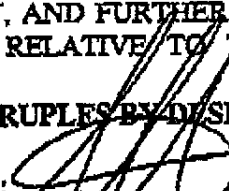
FIRST THAT SCRUPLES BY DESIGN, INC. DESIRING TO ORGANIZE UNDER THE  
LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL OFFICE, AS INDICATED IN  
THE ARTICLES OF INCORPORATION AT 2700 N. Military Trail, Suite 220, Boca Raton,  
Florida 33431 HAS NAMED MARK B. GOLDSTEIN, LOCATED AT 2700 N. Military Trail,  
Suite 220, Boca Raton, Florida 33431, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS  
WITHIN FLORIDA.

SCRUPLES BY DESIGN, INC.

BY:   
MARK B. GOLDSTEIN, Incorporator

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 FURTHER AGREE TO COMPLY WITH THE  
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES.

SCRUPLES BY DESIGN, INC.

BY:   
MARK B. GOLDSTEIN  
Dated: 10/10/2000

STATE OF FLORIDA )  
COUNTY OF PALM BEACH )

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DIVISION OF CORPORATIONS  
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I HEREBY CERTIFY on this day, before me, an officer duly authorized to  
administer oaths and to take acknowledgments, personally appeared MARK B. GOLDSTEIN,  
known to me to be the person described in and who executed the foregoing instrument, who  
acknowledged before me that he executed the same, that I relied upon the following form of  
identification of the above-named person: Florida Drivers License and that an oath was not taken.

WITNESS my hand and official seal, this 10 day of October, 2000, in the  
County and State aforesaid.

  
PRINT NAME:  
NOTARY PUBLIC STATE OF FLORIDA  
My Commission Expires

H00000053359



Angela Warshefski  
Commission # 00896172  
Expires Jan. 29, 2004  
Bonded Thru