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LAW OFFICE OF
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January 25th, 2001

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

Re: FABULOUS FLORIDA FOLLIES, INC.

Dear Sir/Madam:

I am enclosing, herewith, original and copy of the Articles of Incorporation of FABULOUS FLORIDA FOLLIES, INC. for filing, together with a check in the amount of \$78.75 to cover your filing fees.

Please return a stamped copy to this office at your earliest possible convenience.

If you have any questions regarding the above, please contact this office immediately.

Very truly yours,

DeCARLO & KNOERR, P.A.


Linda Knoerr, Esquire

LK/toc

Encs.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
FABULOUS FLORIDA FOLLIES, INC.
A FLORIDA CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of FABULOUS FLORIDA FOLLIES, INC., a Florida corporation, (the "Corporation"), under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME AND ADDRESS

The name of the Corporation is FABULOUS FLORIDA FOLLIES, INC., a Florida corporation, and the street address and initial principal office of the Corporation is 2731 NE 14th Street, #133-B, Pompano Beach, Florida 33062.

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of transaction any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, or any other state, country, territory or nation.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue 500 shares of Common Stock having a par value of \$1.00 per share.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 4992 N. Pine Island Road, Lauderhill, Florida 33351, and the name of the initial Registered Agent of the Corporation at that address is LINDA KNOERR, ESQUIRE, of DeCARLO & KNOERR, P.A.

ARTICLE V

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one directors to hold office until the first annual meeting of shareholders or their successor shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the By-Laws of the Corporation. The names and addresses of the initial Directors of the Corporation are as follows:

Name:
Catherine Dooley

Address:
2731 NE 14th Street
#133-B
Pompano Beach, FL 33062

ARTICLE VI
INCORPORATOR

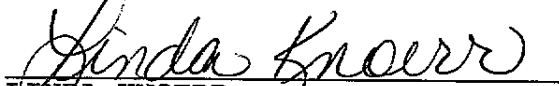
The name and address of the Incorporator of the Corporation is LINDA KNOERR, ESQUIRE, of DeCarlo & Knoerr, P.A., 4992 N. Pine Island Road, Lauderhill, Florida 33351.

ARTICLE VII

TERM OF EXISTENCE

This corporation is to exist perpetually.

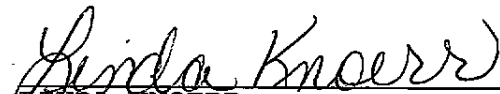
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 25th day of January, 2001.


LINDA KNOERR
Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for FABULOUS FLORIDA FOLLIES, INC., a Florida corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of the Florida Business Corporation Act 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.

Dated: January 25th, 2001


LINDA KNOERR
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA