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FILED

ROSANNA & FRANK PRESTIA
10565 SANTA LAGUNA DRIVE
BOCA RATON, FL 33428

01 MAY 21 AM 8:28

SECRETARY OF STATE
May 15, 2001 TALLAHASSEE FLORIDA

Division of Corporations

Post Office Box 6327
Tallahassee, FL 32314

Re: Incorporation of Ladies Only, Inc.

To Whom It May Concern:

600004272936--2
-05/21/01--01061--004
*****78.75 *****78.75

Enclosed please find my Articles of Incorporation for the above company and my check for \$78.75 for my filing fee and for my Certificate/Certified Copy of this Incorporation. Thank you in advance for your cooperation.

Sincerely,


Rosanna Prestia

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**Articles Of Incorporation
Of
Ladies Only, Inc.**

01 MAY 21 AM 8:28

SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST: The name of the corporation is Ladies Only, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The date and time of the commencement of the corporate existence shall be the date of filing of these Articles by the Department of State.

FOURTH: The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is ONE THOUSAND (1,000) SHARES of capital stock, \$0.001 par value each.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is ONE (1) and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until his successor is elected and qualified is:

Rosanna Prestia
10565 Santa Laguna Drive
Boca Raton, FL 33428

SEVENTH: The name and address of the incorporator is:

Rosanna Prestia
10565 Santa Laguna Drive
Boca Raton, FL 33428

EIGHTH: The name and address of the initial registered agent and the initial registered office is:

Angelo Montemurro
344 NE 2nd Street
Boca Raton, FL 33432

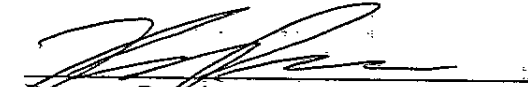
NINETH: The Principal Office of the corporation is:

344 NE 2nd Street
Boca Raton, FL 33432

TENTH: The Principal Mailing Address of the corporation is:

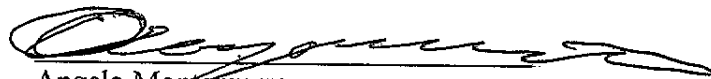
10565 Santa Laguna Drive
Boca Raton, FL 33428

DATED: May 17, 2001


Rosanna Prestia
Incorporator

ACCEPTANCE OF REGISTERED AGENT

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 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.


Angelo Montemurro
Registered Agent