0000034

ACCOUNT NO.: 072100000032

REFERENCE: 194276 7276262

AUTHORIZATION:

COST LIMIT: \$ 70.00 atucia quito

ORDER DATE: June 21, 2001

ORDER TIME: 3:58 PM

ORDER NO. : 194276-001

CUSTOMER NO: 7276262

CUSTOMER: Ms. Kimberly Birkenfeld

Ms. Kimberly Birkenfeld

3020 Ne 32nd Avenue #1125

Ft. Lauderdale, FL 33308

DOMESTIC FILING

VMG BRAND STRATEGY, INC.

EFFECTIVE DATE:

EXTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY __ PLAIN STAMPED COPY

___ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder - EXT. 1118

EXAMINER'S INITIALS:

200004436832--0

FILED

2001 JUN 22 PM 1: 16

ARTICLES OF INCORPORATION

OF

SECRETARY OF STATE
TALLAHASSEE FLORIDA

VMG BRAND STRATEGY, 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:

VMG BRAND STRATEGY, INC.

The address of the principal office of this corporation shall be 3020 N.E. 32nd Avenue, #1125, Fort Lauderdale, Florida 33308, 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 1,500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

Kimberly Birkenfeld

3020 N.E. 32nd Avenue, #1125 Fort Lauderdale, Florida 33308

FILED

2001 JUN 22 PM 1: 16

ARTICLE VII. INCORPORATOR

SECRETARY OF STATE

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

> The Company Corporation 2711 Centerville Road Suite 400 Wilmington, Delaware 19808

The undersigned incorporator has executed these Articles of Incorporation on June 21, 2001.

It's Agent, Deborah D. Skipper

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: Mulorah W. Skipper

It's Agent, Deborah D. Skipper

TNK/DEBORAH SCHRODER