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Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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FLORIDA PROFIT CORPORATION OR P.A.

FRANCESCA BIONI INC.

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MYLTON GORDON

ASHOK DALAL, P.A.
1288 N.W. 110 Street
N. MIAMI, FL 33167
305-685-3140

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ARTICLES OF INCORPORATION

EFFECTIVE DATE
08-15-01

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OF

FRANCESCA BIONI INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation.

ARTICLE 1 - NAME OF CORPORATION

The name of this corporation shall be FRANCESCA BIONI INC.

ARTICLE 2 - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

A. To engage in every phase and aspect of any business to the public under the laws authorized to render.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds, or any other type of investment and to own real and personal property necessary for the rendering of such professional services.

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C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the corporation enumerated in these Articles of Incorporation or any amendment thereof, and to do any act necessary or incidental to the protection and benefit of the corporation; and in general either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objectives of the corporation.

D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, or other laws of the State of Florida.

ARTICLE 3 - CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is One Hundred (100) shares of common stock having a par value of One Dollar (\$1.00) per share, which is divided as follows:

Name	Percentage of Shares
----	-----
SHARON PALMER	51%
1917 N.W.162 AVENUE	
PEMBROKE PINES, FL.33028	

JANET WARNER
7933 GRANADA BLVD.
MIRAMAR, FL.33023

49%

ARTICLE 4 - REGISTERED AGENT

The initial registered agent of this Corporation shall be
SHARON PALMER whose address is 1917 N.W.162 AVENUE, PEMBROKE PINES,
FLORIDA 33028.

ARTICLE 5 - ADDRESS OF PRINCIPAL OFFICE

The street address of the initial principal office of
this corporation shall be 1917 N.W.162 AVE, PEMBROKE PINES,
FLORIDA 33028.

ARTICLE 6 - TERM OF EXISTENCE

This corporation shall commence on AUGUST 15, 2001,
and shall exist perpetually unless dissolved according to law.

ARTICLE 7 - BOARD OF DIRECTORS

A. The initial number of directors of this corporation
shall be two.

B. The number of Directors may be increased or diminished
from time to time by By-Laws adopted by the Directors, but shall
never be less than one.

C. The names and street address of the initial members of the Board of Directors, each to hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, are:

PRESIDENT	SHARON PALMER 1917 N.W.162 AVENUE PEMBROKE PINES, FL.33026
VICE - PRESIDENT	JANET WARNER 7933 GRANADA BLVD. MIRAMAR, FL.33023

D. Any Director may be removed from office for any cause deemed sufficient by the shareholders of the corporation. Such removal shall be by a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders.

ARTICLE 8 - INCORPORATORS

The following is the name and address of the person signing these Articles of Incorporation.

SHARON PALMER
1917 N.W.162 AVENUE
PEMBROKE PINES, FL.33025

ARTICLE 9 - SHAREHOLDERS

No shareholder of this corporation may sell or transfer his or her shares of stock therein, except to another individual who is eligible to be a shareholder hereunder. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his or her shares.

ARTICLE 10 - BY-LAWS

The power to adopt, amend or repeal By-Laws for the management of this corporation shall be vested in the Board of Directors.

ARTICLE 11 - ADDITIONAL CORPORATE POWERS

In furtherance hereof and not in limitation of the general powers conferred by the laws of the State of Florida, and pursuant to the purposes and objectives hereinabove stated, this corporation shall have all and singular the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation, to carry on any business which this corporation has the direct or incidental authority to pursue.

B. To purchase and acquire any or all of its shares owned and held by any shareholder who should desire to sell, transfer, or otherwise dispose of his shares, or any or all of its shares owned and held by a shareholder who dies; provided, however, that the capital of the corporation shall not be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) any other retirement or incentive compensation plan.

ARTICLE 12 - AMENDMENT

The corporation reserves the right to amend these Articles of Incorporation in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholder's meeting by a majority of the shares of stock entitled to vote thereon, unless all of the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

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ARTICLE 13 - INDEMNIFICATION

The corporation shall indemnify any officer or director to the full extent permitted by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 14th day of AUGUST, 2001.

Sharon Palmer
SHARON PALMER
President

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 14th day of AUGUST, 2001



Hyton G. Gordon Sharon Palmer
MY COMMISSION # 00765739 EXPIRES
August 16, 2002
BONDED THROUGH FARM INSURANCE, INC. NOTARY PUBLIC

My Commission Expires: 8-16-02

Having been named Registered Agent to accept service of process for the above-named corporation, at place designated in this certificate, I hereby agree to act in that capacity and to comply with the provisions of F. S. 948.091.

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Sharon Palmer
SHARON PALMER

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