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Florida Department of State
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To:
Division of Corporations
Fax Number : (850)205-0381

From:
Account Name : H.A. INC.
Account Number : I19980000041
Phone : (954) 752-7520
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DIVISION OF CORPORATIONS

FLORIDA PROFIT CORPORATION OR P.A.

Priceless Works, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$70.00

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ARTICLES OF INCORPORATION
OF
Priceless Works, Inc.,
a Florida corporation

The undersigned, acting as incorporator of Priceless Works, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of this Florida corporation is:

Priceless Works, Inc.

ARTICLE II. ADDRESS

The corporation's mailing address is:

120 Lehans Terrace #303
North Palm Beach, FL 33408

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ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation shall begin effective November 29th, 2001.

H.A. Incorporated
308 NW 101 Terrace
Coral Springs, FL 33071
(954) 752-7520

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ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 120 Lehans Terrace #303, North Palm Beach, FL 33408 and the name of the corporation's initial registered agent at that address is Stephen Price.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall be managed by a Board of Directors consisting of no less than 1 director(s). The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than 1. The name(s) of the initial director(s):

Name

Stephen Price

H.A. Incorporated
308 NW 101 Terrace
Coral Springs, FL 33071
(954) 752-7520

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ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

H.A.Incorporated
308 NW 101 Terrace
Coral Springs, FL 33071

The incorporator of the corporation assigns to this corporation his/her rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he/she assigns to those persons designated by the board of directors any rights he/she may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 29th day of November, 2001

H.A.Incorporated:

By: Gerald Heller
Gerald Heller

H.A. Incorporated
308 NW 101 Terrace
Coral Springs, FL 33071
(954) 752-7520

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

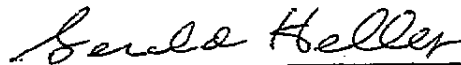
That Priceless Works, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 120 Lehans Terrace #303, North Palm Beach, FL 33408, has named Stephen Price, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

Stephen Price

120 Lehans Terracc #303, North Palm Beach, FL 33408



Gerald Heller, Signing as power of attorney for
Stephen Price

Date: November, 29th 2001

H.A. Incorporated
308 NW 101 Terrace
Coral Springs, FL 33071
(954) 752-7520

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