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AUTHORIZATION : *Patricia Pizzi*

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : December 20, 2001

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ORDER NO. : 485719-005

CUSTOMER NO: 4385680

CUSTOMER: Beatrice Pucci, Secretary
Meland & Russin

900004734669--8

Suite 2420
200 S. Biscayne Blvd.
Miami, FL 33131

DOMESTIC FILING

NAME: LORELIE HOLDINGS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115
EXAMINER'S INITIALS:

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE FLORIDA

g 12/20/01

ARTICLES OF INCORPORATION
OF
LORELIE HOLDINGS, INC.

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TALLAHASSEE FLORIDA

ARTICLE I - Name

The name of the corporation is Lorelie Holdings, Inc. (the "Corporation").

ARTICLE II - Purpose

The Corporation is organized for the purposes of transacting any or all lawful business for which corporations may be organized under the laws of the United States and the laws of the State of Florida.

ARTICLE III - Capital Stock

The Corporation is authorized to issue 10,000 shares of US \$.01 par value common stock. The Board of Directors may authorized the issuance of such stock to such persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine and as may be allowed by law. The just valuation of such property or services shall be fixed by the Board of Directors. All such stock when issued shall be fully paid and exempt from assessment.

ARTICLE IV - Initial Registered Office and Agent

The name of the initial registered agent of the Corporation and the street address of the registered office of this Corporation is:

Mark S. Meland, Esq.
Meland & Russin, P.A.
2420 First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131

ARTICLE V - Corporate Mailing Address

The principal office and mailing address of the Corporation is:

2420 First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131

ARTICLE VI - Incorporator

The name and address of the Incorporator of the Corporation is as follows:

Name

Address

Mark S. Meland, Esq.

Meland & Russin, P.A.
2420 First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131

ARTICLE VII - Powers

The Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE VIII - Indemnification

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

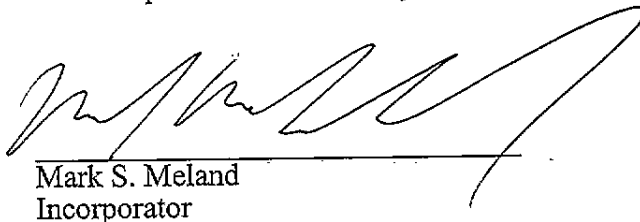
ARTICLE IX - Fiscal Year

The fiscal year of this Corporation shall be the calendar year, unless otherwise established by the Board of Directors.

ARTICLE X - Duration

The duration of the Corporation is perpetual, unless sooner liquidated or dissolved in accordance with law.

The undersigned has executed these Articles of Incorporation this 20th day of December, 2001.



Mark S. Meland
Incorporator

STATE OF FLORIDA

COUNTY OF MIAMI- DADE

} SS:

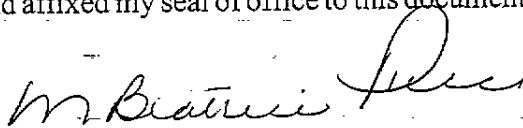
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

BEFORE ME, the undersigned authority, personally appeared Mark S. Meland, who is personally known to me and who, after being duly sworn, did freely and voluntarily acknowledge that, according to law, he made and subscribed the foregoing Articles of Incorporation Lorelie Holdings, Inc.

IN WITNESS WHEREOF, I have set my hand and affixed my seal of office to this document this 20th day of December, 2001.


Notary Public, State of Florida
At Large
Print Name:
Commission No.

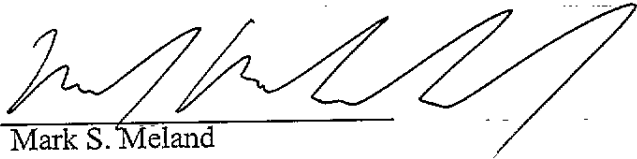
My commission expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Lorelie Holdings, Inc. at the place designated in the Articles of Incorporation, Mark S. Meland, agrees to act in this capacity, and agrees to comply with the provisions of Section 607.0501(3), Fla. Stat. (1990), relative to keeping open such office until such time as it shall notify the Corporation of its resignation.

Dated this 20th day of December, 2001.

By: 
Mark S. Meland

corpdocs\art.inc