

P02000063838

OFFICE USE ONLY (DOCUMENT #)

LAZARUS CORPORATE FILING SERVICE

3320 S.W. 87 AVENUE

MIAMI, FLORIDA (305)552-5973

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

900005727989--6
-06/10/02--01024--017
*****78.75 *****78.75

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. FEMEN CORP

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)



Walk in



Pick up time

2.00



Certified Copy



Mail out



Will wait



Photocopy



Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

DIVISION OF CORPORATION

02 JUN 10 AM 11:05

SECRETARY OF STATE
TALLAHASSEE FLORIDA

2002 JUN 10 PM 1:43

RECEIVED

FILED

Examiner's Initials

✓
cf 6/10/02

ARTICLES OF INCORPORATION
OF
FEMEN CORP.

FILED

2002 JUN 10 PM 1:43

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby associates himself to form a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of the corporation shall be:

FEMEN CORP.

ARTICLE II
PRINCIPAL OFFICE

The principal office of the corporation shall be:

2655 Collins Avenue, # 2103, Miami Beach, Florida 33140

ARTICLE III
NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV
CAPITAL STOCK

The corporation shall be authorized have a maximum of 100 shares of stock outstanding at one time. Each share of stock authorized shall have one-dollar (\$1.00) par value.

Every original incorporating stockholder upon the sale for cash, property or services or new shares or shares authorized but un-issued, shall have the right to purchase a pro-rata share thereof at the price at which it is offered to others, which price in case of par value shares may be in excess of par.

The transfer of shares may be restricted as provided for in the by-laws as adopted by stockholders or by other agreement between the parties thereto.

ARTICLE V
AMOUNT OF CAPITAL

The amount of capital with which this corporation shall begin business shall be no less than \$ 100.00.

ARTICLE VI
TIME OF EXISTENCE

This corporation shall commence as of the date of filing of these Articles with the Secretary of State and shall have power to have succession by its corporate name perpetually.

ARTICLE VII
INITIAL REGISTERED AGENT

The Street Address of the Initial Registered Office of this Corporation is 1010 SW 86th Court , Miami, Florida 33144 and the name of the Initial Registered Agent of this Corporation at that address is Marvin D. Michaels, Esq..

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

The corporation shall have two - (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and address of the initial directors of this corporation is:

Marvin D. Michaels 2655 Collins Ave. Miami Beach, Florida 33140
Fefita Menendez 2655 Collins Ave. Miami Beach, Florida 33140

ARTICLE IX
INCORPORATORS

The name and address of the person signing these Articles is:

Marvin D. Michaels, Esq.
1010 SW 86th Court
Miami, Florida 33144

ARTICLE X
BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI
AMENDMENTS

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that certain amendments of these Articles of Incorporation be made.

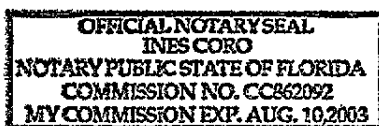

Marvin D. Michaels, Esq.

Articles of Incorporation
FEMEN CORP.
Page No. 4

STATE OF FLORIDA }
COUNTY OF DADE }

BEFORE ME, the undersigned authority, personally appeared Marvin D. Michaels, Esq., well known to me to be the person who voluntarily executed the foregoing Articles of Incorporation and who executed same for the purposes stated therein.

SWORN TO AND SUBSCRIBED before me, this 7th day of June 2002, at Miami, Dade County, Florida.





NOTARY PUBLIC, STATE OF FLORIDA

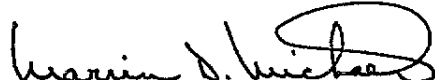
My Commission Expires:

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

In compliance with Section 607.0501, of the Florida Statutes, the following is
submitted:

FEMEN CORP.


Under the laws of the State of Florida, with its principal place of business in the City
of Miami Beach, County of Dade, State of Florida, has named Marvin D. Michaels,
Esq. located at 1010 SW 86TH court, Miami, Florida 33144, County of Dade, State of
Florida, as its agent to accept service of process within the State of Florida.


Marvin D. Michaels, Esq.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated
Corporation, at the place designated in this Certificate, I hereby accept to act in this
capacity, and agree to comply with the provisions of said Act relative to keeping
open said office.

DATED, this 7th day of June, 2002.


Marvin D. Michaels, Esq.
Resident and Registered Agent

FILED
2002 JUN 10 PM 1:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA