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FLORIDA PROFIT CORPORATION OR P.A.

SPARKEL BY SIMON, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
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Electronic Filing Menu

Corporate Filing

Public Access Help

Joe 8-9
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**ARTICLES OF INCORPORATION
OF
SPARKEL BY SIMON, INC.**

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The undersigned, acting as incorporator of SPARKEL BY SIMON, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

Sparkel by Simon, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principle place of business/ mailing address is:

201 South Biscayne Boulevard
34th Floor, Miami Center
Miami, Florida 33131

ARTICLE III - PURPOSE

The purpose for which the corporation is organized is:

All lawful purposes authorized under Florida law.

ARTICLE IV - SHARES

The number of shares of stock is:

1,000 shares at .01 par value per share.

ARTICLE V - REGISTERED AGENT/ REGISTERED OFFICE

Ferrell Group Corporate Services, L.L.C.
Attention: Secretary
201 South Biscayne Boulevard
34th Floor, Miami Center
Miami, Florida 33131

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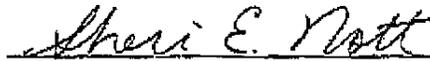
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ARTICLE VI - INCORPORATOR

The name and street address of the incorporator are:

Sheri E. Nott, Esquire
Ferrell Schultz Carter Zumpano & Fertel, P.A.
201 S. Biscayne Blvd., 34th Floor
Miami, Florida 33131

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on the 26th day of July, 2002.



Incorporator

Print name: Sheri E. Nott

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 26th day of July, 2002.

**Ferrell Group Corporate Services, L.L.C.,
a Florida limited liability company**

By: Sheri E Nott

Print name: Sheri E. Nott

Title: Assistant Secretary

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