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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AUTHORIZATION :

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Patricia Pyle
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ORDER DATE : September 3, 2002

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ORDER NO. : 728654-005

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CUSTOMER NO: 11614A

CUSTOMER: Alan J. Werksman, Esq
Alan J. Werksman, Esq

Suite 101b
160 S.W. 12th Avenue
Deerfield Beach, FL 33442-3102

DOMESTIC FILING

NAME: OLIVIA'S BOUTIQUE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS: _____

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9-302
[Signature]

ARTICLES OF INCORPORATION
OF
OLIVIA'S BOUTIQUE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I.

NAME

The name of the corporation shall be:

OLIVIA'S BOUTIQUE, INC.

ARTICLE II.

PURPOSES

The purposes for which the corporation is formed and the business and objects to be carried on and promoted by it are as follows:

- (a) To buy, sell, deal in, lease, hold, subdivide, improve and develop real estate; to establish subdivisions, towns, cities and villages and to dedicate lands for ways, roads, streets, alleys, sidewalks, parkways, parks and other purposes; and to engage in, conduct and carry on any business or undertaking for the improvement of property owned by the corporation or in which it may have an interest.
- (b) To build, purchase, take, receive, lease or otherwise acquire, own, hold, use,

maintain, alter, repair and improve, sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of buildings, structures, works and improvements of all kinds; to plan, establish, furnish, decorate, equip, improve, maintain, lease, sublease, sell, convey, exchange and transfer space, offices, rooms, suites and apartments; and to manufacture, purchase or otherwise acquire, own, use, install, maintain, repair, operate and deal in and with, and sell, mortgage, pledge, lease, or otherwise dispose of fixtures, improvements and furnishings of all kinds and any articles, materials, machinery, equipment and property used for or in connection with any business or property of the corporation.

(c) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business; to secure the same by mortgage, deeds of trust, pledge or other lien; or the assumption thereof.

(d) To enter into, perform and carry out contracts of any kind necessary to or in connection with or incidental to the accomplishment of any one or more of the purposes of the corporation.

(e) To transact any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

(f) To engage in any and all lawful acts or activities related to any of the above.

ARTICLE III.

CAPITAL STOCK

The maximum number of shares that this corporation is to have outstanding at any one time is 1000 shares of common stock having a nominal or par value of \$.50 per share. The consideration

to be paid for each share shall be fixed by the Board of Directors, but in no event shall be less than \$.50.

ARTICLE IV.

TERM

This corporation shall have perpetual existence.

ARTICLE V.

REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent for the corporation shall be ALAN J. WERKSMAN and the Registered Office shall be located at:

160 S.W. 12th Avenue

Suite 101B

Deerfield Beach, Florida 33442

or such other person or place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State in accordance with law.

The principal and mailing address of the corporation shall be:

160 SW 12 Avenue

Suite 101B

Deerfield Beach, Florida 33442.

ARTICLE VI.

DIRECTORS

This corporation shall have not less than 1 nor more than 5 directors, as set forth in the ByLaws. The names and street addresses of the first Board of Directors of this corporation who, subject to these Articles of Incorporation, ByLaws of this corporation, and the laws of the State of Florida, shall hold office until their successors have been elected and qualified are:

<i>Name</i>	<i>Street Address</i>
Micheline C. Hollaus	2101 NW 33 Street Suite 2500 Pompano Beach, Florida 33069
Olivia Y. Hollaus	2101 NW 33 Street Suite 2500 Pompano Beach, Florida, 33069

ARTICLE VII.

SUBSCRIBER

The name and street address of the subscriber to the Articles of Incorporation is: ALAN J. WERKSMAN, 160 S.W. 12th Avenue, Suite 101B, Deerfield Beach, Florida 33442.

ARTICLE VIII.

SPECIAL PROVISIO

Any action by the directors of this corporation which is within their power taken at a meeting of such directors shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all directors as required by law or by the ByLaws of this corporation, if at any time prior to, during or subsequent to such meeting all directors shall execute

a waiver of notice of such meeting, in writing, and providing a majority of the directors shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action by the shareholders of this corporation which is within their power taken at a meeting of such shareholders shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all shareholders, as required by law or the ByLaws of this corporation, if at any time prior to, during or subsequent to such meeting all shareholders shall execute a waiver of notice of such meeting in writing and providing a majority of the shareholders shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action of the shareholders of this corporation may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records. Such consent shall have the same force and effect as the unanimous vote of the shareholders and may be stated as such in any certificate or document filed with the Department of State of the State of Florida or any other governmental agency of any state, county or nation, or with any private organization, corporation, person or persons.

Nothing in this Article shall be construed to allow any act of the Board of Directors to be approved by less than a majority of said directors, or wherever a greater vote is required by law or in the ByLaws by that vote.

Nothing in this Article shall be construed to allow any act of the shareholders to be approved by less than a majority of said shareholders, or wherever a greater vote is required by law or in the ByLaws by that vote.

ARTICLE IX.

INSPECTION OF BOOKS AND RECORDS

The corporation shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the corporation (other than the stock book) or any of them shall be open to inspection of shareholders; and no shareholder shall have any right to inspect any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the shareholders or the Board of Directors.

ARTICLE X.

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every officer and every director of the corporation shall be indemnified by the corporation, as permitted by law, against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been an officer or director of the corporation, whether or not he is an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

ARTICLE XI.

TELEPHONE MEETING AUTHORIZED

Members of the Board of Directors or of any executive committee designated by the Board

of Directors in accordance with law shall be deemed present at any meeting of the Board of Directors or executive committee, as the case may be, if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear and be heard by all other persons, is used.

ARTICLE XII.

AMENDMENT

These Articles of Incorporation may be amended in the manner and with the provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Deerfield Beach, Broward County, Florida, this 26th day of August, 2002.



ALAN J. WERKSMAN

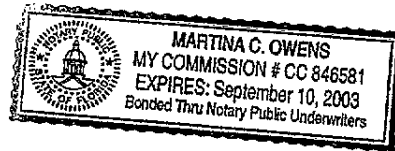
STATE OF FLORIDA)
):
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, this day personally appeared ALAN J. WERKSMAN, to me well known and known to me to be the individual described in and who

executed the foregoing Articles of Incorporation of OLIVIA'S BOUTIQUE; INC. and he acknowledged before me that he signed and executed the same for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Deerfield Beach, Broward County, Florida, this 26th day of August, 2002.


Notary Public



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE ACCEPTING DESIGNATION
AS REGISTERED AGENT**

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of:

OLIVIA'S BOUTIQUE, INC.

and agree to serve as its agent to accept service to process within this State at its Registered Office.


ALAN J. WERKSMAN