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TALLAHASSEE FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 730830 4339617

AUTHORIZATION :

*Patricia Pigute*

COST LIMIT : \$ 70.00

ORDER DATE : September 4, 2002

ORDER TIME : 9:51 AM

ORDER NO. : 730830-005

CUSTOMER NO: 4339617

CUSTOMER: Jeffrey M. Sperber, Esq  
Rogovin, Golub, Bernstein &  
Wexler

10 East 40th Street  
New York, NY 10016

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DOMESTIC FILING

NAME: DIXIE CLIPS, INC.

400007535214--2

EFFECTIVE DATE: \_

XX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP  
\_\_\_\_ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Parramore - EXT. 1147

EXAMINER'S INITIALS: \_\_\_\_\_

3

D. WHITE SEP - 5 2002

## ARTICLES OF INCORPORATION

OF

DIXIE CLIPS, INC.

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FIRST: The Corporate name for the corporation (hereinafter called the "corporation") is Dixie Clips, Inc.

SECOND: The street address, wherever located, of the principal office of the corporation is 3595 N. Dixie Highway, Bay #4, Boca Raton, Florida 33431.

The mailing address, wherever located, of the corporation is 3595 N. Dixie Highway, Bay #4, Boca Raton, Florida 33431.

THIRD: The number of shares that the corporation is authorized to issue is ten (10), all of which are without par value and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is 3595 N. Dixie Highway, Bay #4, Boca Raton, Florida 33431.

The name of the initial registered agent of the corporation at the said registered office is Lisa Birnbaum.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

Name

— Address

Lisa Birnbaum

5397 Rivermill Lane  
Lake Worth, Florida 33463


SIXTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SEVENTH: The purposes for which the corporation is organized are as follows:

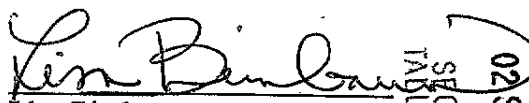
To engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

EIGHTH: The duration of the corporation shall be perpetual.

Signed on August 30, 2002

  
Lisa Birnbaum, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Lisa Birnbaum

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