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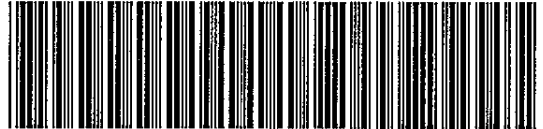
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RECEIVED
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DIVISION OF CORPORATION

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SECRETARY OF STATE
TALLAHASSEE FLORIDA



ACCOUNT NO. : 072100000032

REFERENCE : 873083 169624B

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 27, 2002

ORDER TIME : 11:18 AM

ORDER NO. : 873083-005

CUSTOMER NO: 169624B

CUSTOMER: Solomon B. Zoberman, Esq
Buckingham Doolittle &
Burroughs
Suite 480
2500 N. Military Trail
Boca Raton, FL 33431

DOMESTIC FILING

NAME: LILI ANN, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Joyce Markley - EXT. 1130

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION
OF
LILI ANN, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I.

1.01 The name of the corporation ("Corporation") shall be: Lili Ann, Inc.

ARTICLE II.

2.01 The street address of the initial principal office and mailing address of the Corporation is:

2888 N.W. Timber Creek Circle
Boca Raton, Florida 33431.

ARTICLE III.

3.01 The initial Registered Office of the Corporation is at 2500 N. Military Trail, Suite 480, Boca Raton, Florida 33431. The name of the initial Registered Agent for the Corporation at that address is: BDB Agent Co, an Ohio Corporation authorized to do business in Florida.

ARTICLE IV.

4.01 The maximum number of shares the Corporation is authorized to issue is 1,000 shares, all of which shall be Common Shares having a par value of \$1.00 per share.

ARTICLE V.

5.01 The names and addresses of the initial Board of Directors of the Corporation are as follows:

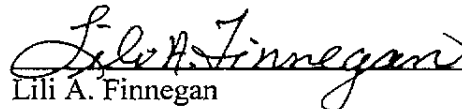
Lili A. Finnegan
2888 N.W. Timber Creek Circle
Boca Raton, Florida 33431

ARTICLE VI.

6.01 The name and address of the incorporator is:

Lili A. Finnegan
2888 Timber Creek Circle
Boca Raton, Florida 33431

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26 day of December, 2002.


Lili A. Finnegan

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above-stated Corporation at the place designated in the above Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned is familiar with and accepts the obligations of its position as registered agent.

REGISTERED AGENT:
BDB AGENT CO., an Ohio corporation

By: 

Assistant Secretary

December 26, 2002

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