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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

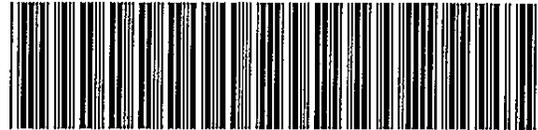
(Business Entity Name)

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 JAN 14 PM 3:17

1-21-03

Law Offices Of
C. Marie Brevitt-Schoop, P.A.
20401 N.W. 2nd Avenue • Suite 220 • Miami, FL 33169
Telephone: 305-653-6959 • Fax: 305-653-6442

January 7, 2003

VIA CERTIFIED RETURN RECEIPT

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

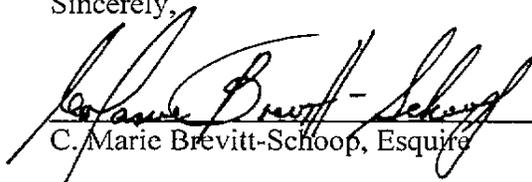
RE: GIRLS INVESTMENTS GROUP, INC.

Dear Sir/Madam:

Enclosed please find check # 1599, in the amount of \$78.75 which represents filing fee for the above referenced corporation.

If you have any questions regarding this matter please call me at (305) 653-6959. Thank you.

Sincerely,


C. Marie Brevitt-Schoop, Esquire

ARTICLES OF INCORPORATION
FOR
GIRLS INVESTMENTS GROUP, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 JAN 14 PM 3:17

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE 1

The name of the corporation is GIRLS INVESTMENTS GROUP, INC.

ARTICLE 11

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence as of the filing of the Articles of Incorporation.

ARTICLE 111

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 1V
CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 100 shares of common stock of a par value of \$1.00 per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall have preemptive rights to subscribe to the corporation's securities.

ARTICLE V

The name of the initial registered agent of this corporation is C. MARIE BREVITT-SCHOOP, ESQUIRE. The street address of the initial registered office of the corporation in the State of Florida is 20401 NW 2ND AVENUE, SUITE 220, MIAMI, FLORIDA 33169, and the principal place of business of the corporation is 20401 NW 2ND AVENUE, SUITE #220, MIAMI, FLORIDA 33169.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The corporation shall have three (3) initial directors. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation. The name and street address of the initial directors are:

C. MARIE BREVITT-SCHOOP	President 20401 NW 2 ND AVENUE, SUITE 220 MIAMI, FLORIDA 33169
MARLENE A. BERNARD	V. PRESIDENT/SECRETARY 20401 NW 2 ND AVENUE, SUITE 220 MIAMI, FLORIDA 33169
PAMELLA WATSON	V. PRESIDENT/TREASURER 20401 NW 2 ND AVENUE, SUITE 300 MIAMI, FLORIDA 33169

INCORPORATION

The name and address of the incorporator of these Articles of Incorporation is C. MARIE BREVITT-SCHOOP, 20401 NW 2ND AVE., SUITE 220, MIAMI, FLORIDA 33179.

ARTICLE VI

BYLAWS

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

ARTICLE IX

INDEMNIFICATION

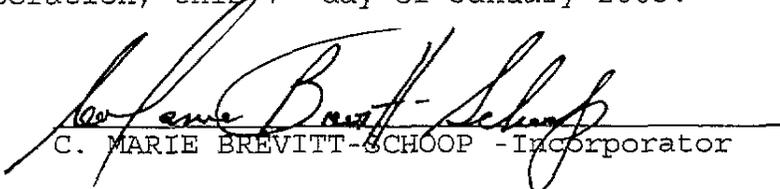
The corporation shall indemnify to the full extent permitted by law, the incorporator, any officer, director, employee, or agent of the corporation, or any former officer director, employee, or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee, or agent of another corporation partnership, joint venture, trust or other enterprise.

ARTICLE X

AMENDMENT

This corporation reserves the right to amend or repeal any prior provisions contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 7TH day of January 2003.


C. MARIE BREVITT-SCHOOP - Incorporator

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 7th day of January 2003, by C. MARIE BRÉVITT-SCHOOP as the Incorporator of GIRLS INVESTMENTS GROUP, INC., A Florida corporation, on behalf of the corporation. She is personally known to me or has produced _____ as identification and did/did not take an oath.



Barbara J. Bonville
NOTARY PUBLIC (Signature)
State of Florida, at Large

My Commission Expires: July 30, 2005

CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED

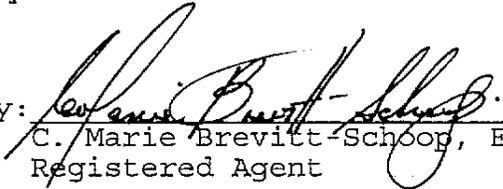
In compliance with Sections 48.091 and 607.034, Florida Statutes
the following is submitted:

FIRST that GIRLS INVESTMENTS GROUP, INC., desiring to
organize or qualify under the laws of the State of Florida with
its principal place of business at 20401 NW 2ND AVENUE, SUITE 220,
MIAMI, FLORIDA 33169, has named C. MARIE BREVITT-SCHOOP, ESQUIRE,
located at 20401 NW 2ND Avenue, Suite 220, Miami, Florida 33169,
as its agent to accept service of process within Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above
stated corporation, at Place designated in this Certificate, I
hereby agree to act in this capacity, and I further agree to
comply with the provisions of all statutes relative to the proper
performance of my duties.

Dated this 7TH day of January 2003.

By: 
C. Marie Brevitt-Schoop, Esquire
Registered Agent