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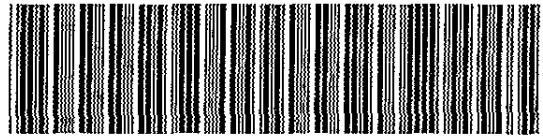
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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HARLEY HENNING
811 University Blvd. #107
Jupiter, Florida 33458

March 7, 2003

Department of State
Division of corporations
P.O. Box 6327
Tallahassee, Florida 32314

SUBJECT: PALM BEACH'S FINEST, INC.

Enclosed are an original and one (1) copy of the Articles of Incorporation and a check for \$70 (Filing Fee and Designation of Registered Agent).

FROM: Harley Henning
811 University Blvd. #107
Jupiter, Florida 33458

Please provide the original and one copy of the Articles of Incorporation

ARTICLES OF INCORPORATION

OF

PALM BEACH'S FINEST, INC.

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

ARTICLE I NAME

The name of the corporation shall be: Palm Beach's Finest, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

811 University Blvd. #107
Jupiter, Florida 33458

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ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand (1,000) shares of
one cent (\$0.01) par value per share common stock

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Harley Henning
811 University Blvd. #107
Jupiter, Florida 33458

ARTICLE V INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

Harley Henning
811 University Blvd. #107
Jupiter, Florida 33458

ARTICLE VI INDEMNIFICATION

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as the

same may be amended from time to time (the "Act"), the Corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of such Act (subject to any limitations contained in an agreement entered into by such person and the Corporation), from and against any and all of the expenses or liabilities incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (collectively, "proceeding") (other than in a proceeding (a) initiated by such person (unless authorized by the Board of Directors of the Corporation), or (b) wherein the corporation and such person are adverse parties except for proceedings brought derivatively or by any receiver or trustee) or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent. Expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative proceeding shall be paid by the corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the corporation as authorized in this Section. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate. The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal and other legal representatives of such a person. Except as otherwise provided above, an adjudication of liability shall not affect the right to indemnification for those indemnified.

ARTICLE VII AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

ARTICLE VIII BYLAWS

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.


Harley Henning, Incorporator

Date: March 7, 2003

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT
FOR
PALM BEACH'S FINEST, INC.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, Harley Henning hereby accepts the appointment as registered agent and agrees to act in this capacity. Harley Henning further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and he is familiar with and accepts the obligations of his position as registered agent.

Dated: February 21, 2003

REGISTERED AGENT:

By: *H. Henning*
Harley Henning

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