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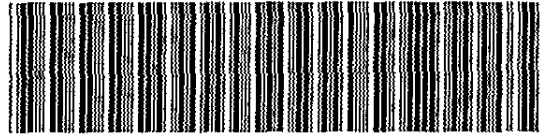
(Business Entity Name)

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03 JUN 17 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LAW OFFICES
MONTELLO & KENNEY, P.A.

777 BRICKELL AVENUE
SUITE 1070
MIAMI, FLORIDA 33131
TELEPHONE (305) 373-0300
FAX (305) 373-3739

June 13, 2003

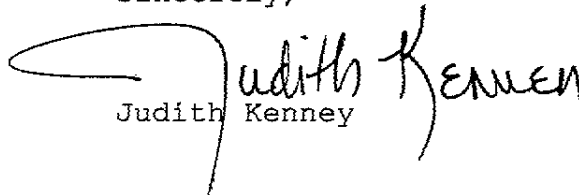
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: AZUL BOUTIQUE, INC. (the "Company")

Ladies and Gentlemen:

Enclosed please find two original sets of the Company's Articles of Incorporation along with our check in the amount of Seventy Dollars (\$70.00) for the filing fee.

Sincerely,


Judith Kenney

Enclosures

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ARTICLES OF INCORPORATION

03 JUN 17 PM 1:36

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AZUL BOUTIQUE, INC.

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

AZUL BOUTIQUE, INC.

(hereinafter the "Corporation").

ARTICLE II

The existence of the Corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The Corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The Corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

The maximum number of shares which the Corporation shall have authority to issue shall be 10,000 shares of common stock with a par value of \$.01 per share.

ARTICLE V

The street address of the Corporation's initial registered office and the Corporation's initial registered agent at that address shall be:

Judith Kenney
777 Brickell Avenue, Suite 1070
Miami, Florida 33131

ARTICLE VI

The Corporation shall have one director initially. The names and addresses of the initial director of the corporation, who shall hold office until his successor is elected and qualified or until his earlier resignation or removal from office is:

Craig Leitman
c/o Judith Kenney
Montello & Kenney, P.A.
777 Brickell Avenue, Suite 1070
Miami, FL 33131

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the Corporation, but shall not be less than one.

ARTICLE VII

The name and address of the incorporator of the Corporation is:

Judith Kenney
MONTELLO & KENNEY, P.A.
777 Brickell Avenue, Suite 1070
Miami, Florida 33131

ARTICLE VIII

The mailing address of the Corporation's principal office shall be:

777 Brickell Avenue, Suite 1070
Miami, Florida 33131

ARTICLE IX

This corporation shall indemnify, and shall advance expenses on behalf of, its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

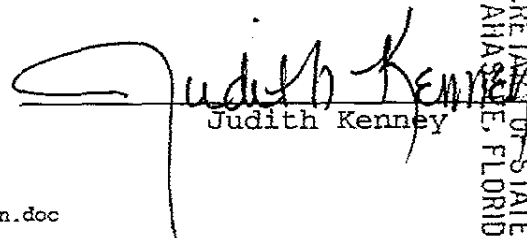
Executed at Miami, Florida this 12th day of June, 2003.


Judith Kenney

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of AZUL BOUTIQUE, INC. the undersigned accepts such appointment and agrees to act in such capacity.

Dated this June 12, 2003.


Judith Kenney

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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