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FLORIDA PROFIT CORPORATION OR P.A.

SUZANNE BERNSTEIN DESIGN, INC.

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ARTICLES OF INCORPORATION
OF
SUZANNE BERNSTEIN DESIGN, INC.
A Florida Corporation

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I
CORPORATE NAME

The name of this Corporation is:

SUZANNE BERNSTEIN DESIGN, INC.
355 NE 15TH Street
Suite # 11A
Miami, Florida 33132

ARTICLE II
NATURE OF CORPORATE BUSINESS

The Corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III
CAPITAL STOCK

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of 100 shares of one class of common stock having a par value of \$1.00 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV
PREEMPTIVE RIGHTS

All shareholders of the Corporation shall be vested with full preemptive rights.

**ARTICLE V
EXISTENCE**

The Corporation shall have a perpetual existence, unless sooner dissolved according to law.

**ARTICLE VI
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Corporation's Initial Registered Agent and Registered office in the State of Florida are:

INITIAL REGISTERED AGENT: LILLIAN SARDINAS
INITIAL REGISTERED OFFICE: 7171 CORAL WAY
SUITE #303
MIAMI, FL 33155

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.

LILLIAN SARDINAS
REGISTERED AGENT

By: Lillian Sardinas
Lillian Sardinas

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial Board of Directors of the Corporation is One (1). The number of directors may increased or decreased from time to time, by the By-laws adopted by the shareholders, but shall never be less than one (1) nor more than seven (7).

**ARTICLE VIII
INITIAL DIRECTORS**

The name and address of the members of the initial Board of Directors are:

Suzanne Bernstein
555 NE 15TH Street
Suite # 11A
Miami, Florida 33132

**ARTICLE IX
CUMULATIVE VOTING FOR DIRECTORS**

At all elections of directors of this corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and he may cast all such votes for a singular director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

**ARTICLE X
INCORPORATOR**

The name and address of the Incorporator executing these Articles of Incorporation is:

Lillian Sardinas
7171 Coral Way
Suite #303
Miami, Florida 33155

**ARTICLE XI
AMENDMENT OF ARTICLES**

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 shareholders is subject to this reservation.

IN WITNESS WHEREOF, I, the Incorporator, have executed these Articles of Incorporation this 15TH day of JUNE, 2003.

Lillian Sardinias

Lillian Sardinias
Incorporator

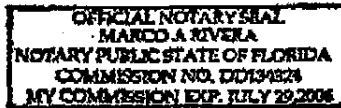
STATE OF FLORIDA)
) ss
COUNTY OF DADE)

BEFORE ME, The undersigned authority, an officer duly qualified to administer oaths and take acknowledgements in the State and County aforesaid, personally appeared LILLIAN SARDINAS to me known to be the incorporator described in and who executed the foregoing Articles of Incorporation, and she duly acknowledged to me that she executed the same for the purposes therein expressed.

Witness my hand and official seal in Miami, Dade County, Florida, this 15TH day of JUNE, 2003.

[Handwritten Signature]

(Official Notary Signature)



(Name of Notary Typed, Printed or Stamped)