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June 17, 2003

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

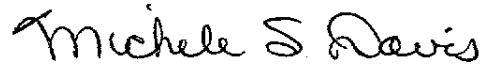
Re: Hot Cha Cha, Inc.

Dear Madam or Sir:

Enclosed, please find an original and one (1) copy of the Articles of Incorporation and the Original Acceptance of Registered Agent for the captioned corporation. Also enclosed is a check in the amount of \$78.75 to cover the cost of incorporation and one certified copy.

Thank you for your cooperation. If you have any questions, please do not hesitate to contact me.

Sincerely,



Michele S. Davis, Legal Assistant
KUENZEL & LUTES, P.A.

/msd
Enclosures

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ARTICLES OF INCORPORATION

FOR

HOT CHA CHA, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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.

The name of this corporation shall HOT CHA CHA, INC. The specific purpose for this corporation shall be a clothing business.

ARTICLE II.

The street address of the principal office of the corporation is 1429 Chesapeake Rd, Odessa Florida 33556.

ARTICLE III.

This corporation shall be authorized to issue 500 shares, all of which shall be common shares.

ARTICLE IV.

The initial street address of the Corporation's registered agent's office is 1429 Chesapeake Rd, Odessa, Florida 33556.

The initial registered agent for the Corporation is ELISA G. FONTE.

ARTICLE V.

The names and addresses of the first Board of Directors, who, subject to the provisions of this Certificate of Incorporation, the By-Laws of the corporation, and the laws of the State of Florida, shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified are as follows:

PRESIDENT:	ELISA G. FONTE 1429 Chesapeake Rd. Odessa, Florida 33556
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VICE PRESIDENT:	NONE
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SECRETARY/
TREASURER:

NICOLE HOLMAN
3161 Peele Rd.
Clayton, North Carolina 27520


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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VI. INCORPORATOR

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

ELISA G. FONTE
1429 Chesapeake Rd.
Odessa, Florida 33556

IN WITNESS WHEREOF, I, the undersigned organizer and incorporator, have hereunto set my hand and seal this 30th day of May, 2003, for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file in the Office of the Secretary of State of Florida, this Certificate of Incorporation, and certify that the facts therein stated are true.



ELISA G. FONTE
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for HOT CHA CHA, INC., at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Date: May 30, 2003



ELISA G. FONTE

Prepared by:

Diane V. Kuenzel, Esquire
KUENZEL & LUTES, P.A.
4111 Land O' Lakes Boulevard
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