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Division of Corporations

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TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

FREEGIRLUSA, INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
FREEGIRLUSA, INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation is: FREEGIRLUSA, INC.

ARTICLE II

The street address of the principal office of the Corporation is: 5674 Northpointe Lane, Boynton Beach, Florida 33437.

ARTICLE III

The maximum number of shares this Corporation is authorized to issue is 5,000,000, all of which shall be Common Shares.

ARTICLE IV

The initial street address of the Corporation's registered office is: 2600 North Military Trail, Suite No. 270, Boca Raton, Florida 33431. The initial registered agent for the Corporation at that address is: Ian M. Berkowitz, Esq.

ARTICLE V

The name and street address of the person signing these articles of incorporation is:

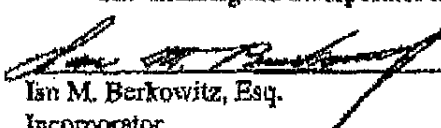
Name

Address

Ian M. Berkowitz, Esq.

2600 North Military Trail, Suite 270
Boca Raton, Florida 33431

The undersigned incorporator has executed these articles of incorporation.


Ian M. Berkowitz, Esq.
Incorporator

Nov. 19, 2003
Date

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TALLAHASSEE, FLORIDA

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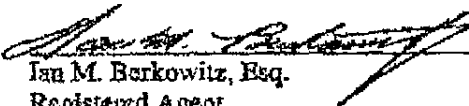
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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for FREEGIRLUSA, 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.


Ian M. Berkowitz, Esq.
Registered Agent

NOV. 18, 2003
Date

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TALLAHASSEE, FLORIDA

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