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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : FLORIDA INCORPORATORS, INC.
Account Number : 075350000473
Phone : (305) 379-7907
Fax Number : (305) 402-3141

FLORIDA PROFIT CORPORATION OR P.A.

GirlyBee Inc.

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12/11/03

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EFFECTIVE DATE
01/01/04

Articles Of Incorporation
Of
GirlyBee Inc.

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION
UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE
FOLLOWING ARTICLES OF INCORPORATION:

FIRST: The name of the corporation is GirlyBee
Inc.

SECOND: The period of its duration is perpetual.

THIRD: The date of the commencement of the
corporate existence shall be January 1, 2004.

FOURTH: The purpose or purposes for which the
corporation is organized is to engage in the transaction
of any or all lawful business for which the corporation
may be incorporated under the provisions of the Florida
Business Corporation Act.

FLORIDA INCORPORATORS, INC.
8875 Hidden River Pkwy, Ste 300 1
Tampa, FL 33637
(813) 632-7882

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FIFTH: The aggregate number of shares which the corporation shall have authority to issue is ONE THOUSAND (1,000) SHARES of capital stock, \$.001 par value each.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is TWO (2) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

Brenda Inez Siler
2718 SW 3rd Place
CAPE CORAL, FL 33914

Jeffery Don Wilson
2718 SW 3rd Place
CAPE CORAL, FL 33914

SEVENTH: The name and address of the incorporator is:

Brenda Inez Siler
2718 SW 3rd Place
CAPE CORAL, FL 33914

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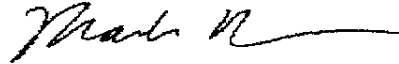
EIGHTH: The name and address of the initial registered agent and the initial registered office is:

Florida Incorporators, Inc.
8875 Hidden River Pkwy Ste. 300
TAMPA, FL 33637

NINTH: The mailing address and principal office of the corporation is:

GirlyBee Inc.
2718 SW 3rd Place
CAPE CORAL, FL 33914

DATED: December 9, 2003

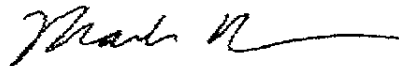


Mark Hankins
Incorporator

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent of the corporation.

Florida Incorporators, Inc.



By: _____
Mark Hankins, President

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