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TALLAHASSEE, FLORIDA

YS 3/18/04

Landis & Mallinger, P.L.

Attorneys at Law

COMPSON FINANCIAL CENTER, SUITE 302
980 NORTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33432

DANIEL M. LANDIS
MARTIN R. MALLINGER

TELEPHONE
(561) 391-5506
(561) 394-7181
FACSIMILE
(561) 391-5676
(561) 394-7976

March 11, 2004

VIA FEDEX

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

RE: THE PEP RALLY, INC.
Our File No.: B-040078

Dear Sir or Ms.:

Enclosed please find the following in connection with the referenced matter:

1. Original Articles of Incorporation for The Pep Rally, Inc., together with duplicate copy.
2. Landis & Mallinger, P.L. check no. 2344 in the amount of \$78.75 made payable to "Florida Department of State, Division of Corporations".
3. Stamped return addressed envelope.

Kindly file the enclosed Articles of Incorporation and return a conformed and certified copy, together with an acknowledgement of filing, to the undersigned using the stamped return envelope provided.

Should you have any questions concerning the enclosed, please contact the undersigned.

Very truly yours,

MARTIN R. MALLINGER

MRM/sjg
encl.
cc: client
(letters1/sec-state-filing-articles)

**ARTICLES OF INCORPORATION
OF
THE PEP RALLY, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be THE PEP RALLY, INC. The principal place of business of the corporation shall be 504 East Atlantic Avenue, Delray Beach, Florida 33483.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in or transact any or lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be: Compson Financial Center, Suite 302, 980 North Federal Highway, Boca Raton, FL 33432-2704, and the name of the initial Registered Agent of the corporation at that address is: MARTIN R. MALLINGER.

ARTICLE V. TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. DIRECTORS

This corporation shall have initially one (1) Director. The name and street address of the initial member of the Board of Directors is: GARY GOLDFARB, 504 East Atlantic Avenue, Delray Beach, Florida 33483.

ARTICLE VIII. OFFICERS

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until successors are elected or appointed, is: GARY GOLDFARB, President, 504 East Atlantic Avenue, Delray Beach, Florida 33483.

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04 MAR 12 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IX. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is: MARTIN R. MALLINGER, of Landis & Mallinger, P.L., Compson Financial Center, Suite 302, 980 North Federal Highway, Boca Raton, FL 33432-2704.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 11 day of March, 2004.



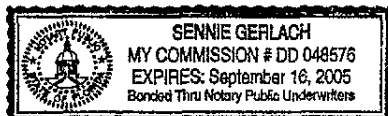
MARTIN R. MALLINGER

(SEAL)

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments and administer oaths, personally appeared MARTIN R. MALLINGER, to me personally known or who produced a valid Florida driver's license as identification and to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County last aforesaid this 11th day of March, 2004.

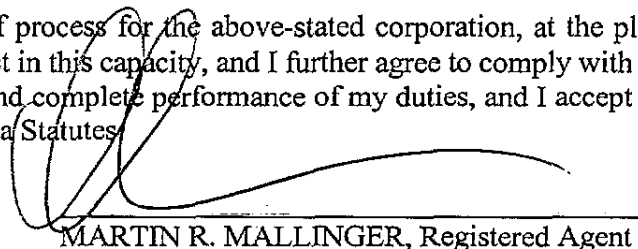


My Commission Expires:


Name: Sennie Gerlach
Notary Public, State of Florida at Large

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325, Florida Statutes.



MARTIN R. MALLINGER, Registered Agent

Date: March 11, 2004