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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 : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
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## FLORIDA PROFIT CORPORATION OR P.A.

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supplemental thereto, or substituted therefore, or to otherwise engage in any lawful activity either within or without the state of Florida. The corporation may buy, sell, lease, rent, encumber, deal in or otherwise dispose of real or personal property including retail or wholesale sales, manufacturing, assembling, act as commission merchant, broker, jobber dealer, import, export, or any other lawful business activity without limitation. To do any and all other acts and things as are necessary or convenient to the attainment of the purposes of this Corporation and any of them, to the same extent as natural persons lawfully might or could do in any part of the world, insofar as such acts are permitted to be done by a corporation organized under the Corporation Law of this state.

#### ARTICLE FOUR

CAPITAL STOCK: The authorized Capital Stock of this company shall be 1000 shares of Common Stock, each having a par value of \$1.00 and full voting rights. Consideration for each share shall be \$1.00 in money, property, or other consideration.

#### ARTICLE FIVE

The initial street address of the corporation's office and the name and address of the initial

Registered Agent is as follows:

CORPORATION ADDRESS:

138 N.E. 2<sup>ND</sup> AVE  
Miami, Florida 33132

REGISTERED AGENT AND ADDRESS:

Caridad Amores, Esq.  
294 Westward Dr.  
Miami Springs, FL 33166

The principal place of business is: 138 N.E. 2<sup>nd</sup> Ave.; Miami, Florida 33130

#### ARTICLE SIX

DIRECTOR: There shall be one director constituting the initial Board of Directors as follows:

The number of Directors may be increased or decreased by the by-laws, but shall not be less than one.

ARTICLE SEVEN

SUBSCRIBER: Name and Post Office address of the Subscribers to this Articles of Incorporation and the number of shares of stock they agree to take and the value of the consideration thereof is:

NAME AND ADDRESS:

Steven E. Roth  
138 N.E. 2<sup>nd</sup> Ave.  
Miami, Florida 33132

SHARES OF COMMON STOCK/CONSIDERATION:

1000/\$1,000.00

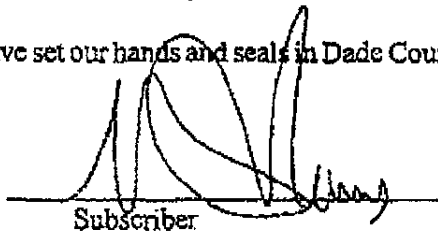
ARTICLE EIGHT

It is indicated that the stock of this corporation be issued to take advantage of Section 1244 of the Internal Revenue Code of 1959, and be in accordance with the provisions therein.

ARTICLE NINE

The By-laws of the corporation may be made by the Directors.

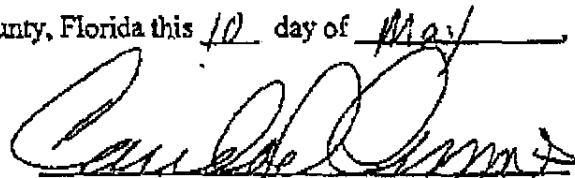
IN WITNESS WHEREOF, I have set our hands and seals in Dade County, Florida, this 10 day of May, 2004.

  
\_\_\_\_\_  
Subscriber

STATE OF FLORIDA        )  
                                  ) SS.  
COUNTY OF DADE        )

ON THIS DAY PERSONALLY appeared before me, a Notary Public, Steve E. Roth of Miami-Dade County to me known to be the person described in and who signed the foregoing Articles of Incorporation, and he acknowledged to me that he signed the same freely and voluntarily.

WITNESS my hand and seal in Dade County, Florida this 10 day of May 2004.

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA

TOTAL P.05

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CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in  
compliance with said Act:

First-That: SPASMILES INTERNATIONAL INC. desiring to organize under the  
Laws of the State of Florida with its principal offices, as indicated in the Articles of Incorporation,  
Dade County, State of Florida, has named CARIDAD AMORES, Esq. of 294 Westward Drive;  
Miami Springs, Florida 33166, as its Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process of and for the stated Corporation, at  
place designated in this certificate, I hereby accept to act in this capacity and agree to comply with  
the provision of said Act relative to keeping open said office.

By:   
RESIDENT AGENT AND REGISTERED  
AGENT

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TALLAHASSEE, FLORIDA

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