

Division of Corporations

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Florida Department of State
Division of Corporations
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**FLORIDA PROFIT CORPORATION OR P.A.
INNOCENT, INC.**

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ARTICLES OF INCORPORATION
OF
INNOCENT, INC.

ARTICLE I.

The name of this Corporation is: INNOCENT, INC.
Principal & Mailing Address: C/O Mark Schatz
1031 N. Miami Beach Blvd.,
North Miami Beach, FL 33102

ARTICLE II.

This Corporation shall exist in perpetuity commencing on the date of execution and acknowledgement of these Articles of Incorporation.

ARTICLE III.

This corporation is organized for the purposes of transacting any and all legal business.

ARTICLE IV.

This Corporation is authorized to issue 100 shares of \$.01 per value common stock which shall be designated as "Common Shares."

ARTICLE V.

SECTION I.

In the event of any voluntary liquidation, dissolution, or winding up of this Corporation the assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

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SECTION II. VOTING RIGHTS:

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII.

The street address of the initial registered office of this Corporation is:

c/o LAW OFFICES OF MARK B. SLAVIN
1031 North Miami Beach Boulevard
North Miami Beach, FL 33102

and the name of the initial registered agent of this Corporation at that address is:

MARK B. SLAVIN
1031 North Miami Beach Boulevard
North Miami Beach, FL 33102

ARTICLE VIII.

This Corporation shall have 1 Director(s) initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one.

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(1). The name(s) and address(es) of the initial Director(s) of this Corporation is (are):

Lawrence Hyman
c/o Law Offices of Mark B. Slavin
1031 North Miami Beach Boulevard
North Miami Beach, FL 33102

ARTICLE IX.

The name and address of the person signing these Articles of Incorporation is:

Lawrence Hyman
c/o Law Offices of Mark B. Slavin
1031 North Miami Beach Boulevard
North Miami Beach, FL 33102

ARTICLE X.

AMENDMENT:

This Corporation reserves the right to amend or repeal any provisions contained in these Article of Incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 27 day of May, 2004.


LAWRENCE HYMAN

STATE OF FLORIDA)
)SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared LAWRENCE HYMAN who is personally known to me and who, being first duly sworn, deposes and states under oath that he/she executed the foregoing Articles of Incorporation.

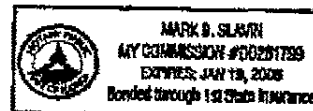
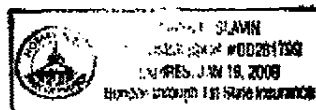
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IN WITNESS WHEREOF, I have hereunto set my hand and seal this 28 day of MAY, A.D., 2004, in the County and State aforesaid.

Mark B. Slavin
NOTARY PUBLIC, State of Florida at Large

My Commission Expires:



I agree as registered agent to accept process on behalf of INNOCENT, INC.

Mark B. Slavin
MARK B. SLAVIN

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) ss:

BEFORE ME, the undersigned authority, personally appeared MARK B. SLAVIN who is personally known to me first duly sworn, deposes and states under oath that he executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 1 day of June, A.D., 2004, in the County and State aforesaid.

Xiomara Del Amo
NOTARY PUBLIC STATE OF FLORIDA
AT LARGE

My Commission Expire



Xiomara Del Amo
Commission # 00318436
Expires: MAY 11, 2008
Notary Public 1.800.350.5161

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