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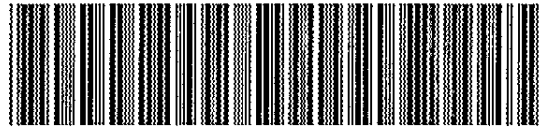
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(Business Entity Name)

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(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
04 JUN 30 AM 9:18

Washofsky and Associates, PA  
1876 N. University Drive  
Suite 200-E  
Plantation, FL 33322

telephone 954.474.0055  
fax 954.474.0054

June 29, 2004

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Subject: Rio Babes by Liz, Inc.

Dear Sir:

Enclosed please find an original and one (1) copy of the articles of incorporation and a check for: \$78.75 for this corporations - Filing Fee and a Certificate of Status.

Thank You.

  
Martin E. Washofsky, EA

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TALLAHASSEE, FLORIDA

04 JUN 30 AM 9:18

RIO BABES BY LIZ, INC.

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the Corporation shall be: Rio Babes by Liz, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:  
1876 N. University Dr. Suite 200-E Plantation, FL 33322

ARTICLE III. SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is : 1,000 shares at \$1.00 par value, which shall be designated "Common Shares".

ARTICLE IV. OFFICERS AND DIRECTORS

The names and post office address of the initial officers and directors who shall hold office for the first year of the corporation's existence or until their successors are elected are:

Elizeth Goncalves, President and Director  
1876 N. University Drive Suite 200-E Plantation, FL 33322

ARTICLE V. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Martin E. Washofsky, EA PA  
1876 N. University Drive Suite 200-E Plantation, FL 33322

ARTICLE VI. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

Martin E. Washofsky, EA PA  
1876 N. University Drive Suite 200-E Plantation, FL 33322

MEN  
Signature/Incorporator

063004  
Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

MEN  
Signature/Registered Agent

063004  
Date