

OCT-25

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Florida Department of State  
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Account Number : 076247002423  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**CAPRI GIRLS, INC.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 1       |
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**ARTICLES OF INCORPORATION  
OF  
CAPRI GIRLS, INC.**

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ALLAHASSEE, FLORIDA

The undersigned, being a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I  
CORPORATE NAME**

The name of this Corporation shall be: CAPRI GIRLS, INC.

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 450 East Las Olas Blvd., Suite 950, Fort Lauderdale, Florida 33301.

**ARTICLE III  
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV  
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be One Thousand (1,000) shares of Common stock, par value \$.0001 per share.

**ARTICLE V  
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

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**ARTICLE VI  
REGISTERED AGENT AND  
INITIAL REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be Rachel Drath, 450 East Las Olas Blvd., Suite 950, Fort Lauderdale, Florida 33301.

**ARTICLE VII  
BOARD OF DIRECTORS**

This Corporation shall have (1) Director initially.

**ARTICLE VIII  
INITIAL DIRECTOR**

The name and address of the initial Director of this corporation is Rachel Drath, 450 East Las Olas Blvd., Suite 950, Fort Lauderdale, Florida 33301.

**ARTICLE IX  
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as the Incorporator is Rachel Drath, 450 East Las Olas Blvd., Suite 950, Fort Lauderdale, Florida 33301.

**ARTICLE X  
INDEMNIFICATION**

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

**ARTICLE XI  
AFFILIATED TRANSACTIONS**

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

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**ARTICLE XII  
CONTROL SHARE ACQUISITIONS**

This Corporation expressly elects to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on this \_\_\_\_ day of October, 2004

  
Rachel Drath, Incorporator

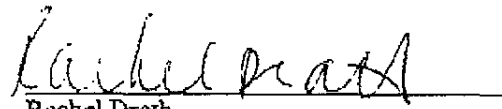
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**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE OF PROCESS**

CAPRI GIRLS, INC. a corporation existing under the laws of the State of Florida, with its principal office and mailing address 450 East Las Olas Blvd., Suite 950, Fort Lauderdale, Florida 33301, has named, Rachel Drath with her address at 450 East Las Olas Blvd., Suite 950, Fort Lauderdale, Florida 33301 as its agent to accept service of process within the State of Florida.

**ACCEPTANCE:**

Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

  
Rachel Drath

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