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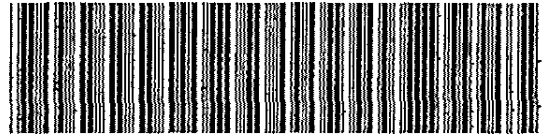
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

October 5, 2004.

Florida Department of State
Division of Corporations
P.O. Box 6327,
Tallahassee, Fla., 32,314.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Subject: POLINA'S TROPICAL BOUTIQUE CORP.

Enclosed please find an original and one (1) copy of the Articles of Incorporation and a check for \$78.75, in connection with our application to register a new "S" Corporation.

From: — Polina Mack
22 N.E. 167th Street,
Miami, Florida, 33162.

ARTICLES OF INCORPORATION
OF
POLINA'S TROPICAL BOUTIQUE CORP.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby wishes to form an "S" Corporation under the Laws of the State of Florida.

ARTICLE I – NAME

The name of the Corporation is:

POLINA'S TROPICAL BOUTIQUE CORP.

ARTICLE II – NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be:

- a) Any and all activities permitted under the Laws of the United States and of the State of Florida. Also purchases, sales, and enter into any contracts related to the new business.

ARTICLE III – PRINCIPAL OFFICE

The initial post office address of this Corporation in the State of Florida is:

22 N.E. 167th Street, Miami, Florida, 33162.

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE IV – SHARES

The maximum number of shares of Stock that this Corporation is authorized to have outstanding at any one time is:

TWO HUNDRED SHARES (200) par value.

All the aforementioned shares of Stock are to be issued as fully paid for and exempt from assessment. The shares may be paid for in money, property, labor or services, at a just valuation to be fixed by the incorporator or by the Directors at a meeting called for such purpose.

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ARTICLE V - DIRECTORS

This Corporation shall have one Director initially. The number of Directors may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws, but shall never be less than one (1).

The name and post office address of the member of the first Board of Directors is:

NAME

ADDRESS

POLINA MACK

22 N.E. 167th Street, Miami, Florida, 33162.

ARTICLE VI - INITIAL REGISTERED AGENT

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

NAME

ADDRESS

POLINA MACK

22 N.E. 167th Street, Miami, Florida, 33162.

ARTICLE VII - INCORPORATION

The name and post office address of the subscriber of these Articles of Incorporation is:

NAME

ADDRESS

POLINA MACK

22 N.E. 167th Street, Miami, Florida, 33162.

Polina Mack

Signature of Incorporator

10/26/04

Date

STATE OF FLORIDA)

SS.

COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above, to take acknowledgments, personally appeared POLINA MACK, who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 26th day of October, 2004.

Marie B. Severe
NOTARY PUBLIC

My Commission expires _____



MARIE B. SEVERE
MY COMMISSION # DD 269976
EXPIRES: November 25, 2007
Bonded Thru Budget Notary Services

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TALLAHASSEE, FLORIDA