

PD500000002

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.

koodley.com, inc.

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④ This Instrument Prepared By:
ANDREW D. TARR, ESQ.
Andrew D. Tarr, P.A.
305 West Hallandale Beach Boulevard
Hallandale Beach, Florida 33009

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ARTICLES OF INCORPORATION
OF
KOODLEY.COM, INC.

The undersigned, acting as Incorporator of a Florida corporation under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I
NAME

The name of the Corporation is Koodley.Com, Inc.

ARTICLE II
PRINCIPLE OFFICE AND MAILING ADDRESS

The principle office of the Corporation is 1835 East Hallandale Beach Boulevard, Hallandale Beach, Florida 33009.

ARTICLE III
PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV
CAPITAL STOCK

The Corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value Common Stock.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1835 East Hallandale Beach Boulevard, Hallandale Beach, Florida 33009 and the name of the initial Registered Agent of the Corporation is Tamara Simon.

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HALLANDALE BEACH, FLORIDA

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The Corporation shall initially have two (2) director(s) to hold office until the first annual meeting of shareholders and successors to said directors shall have been duly elected and qualified, or until the earlier resignation, removal from office, or death of said directors. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The names and addresses of the initial directors of the Corporation :

NAME

ADDRESS

Tamara Simon

19501 W. Country Club Drive, #1101
Aventura, FL 33180

Alain Attal

19501 W. Country Club Drive, #1101
Aventura, FL 33180

ARTICLE VII
INCORPORATOR

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

NAME

ADDRESS

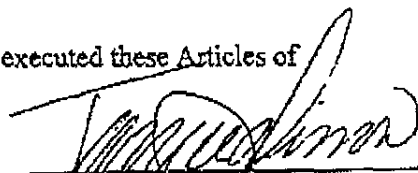
Tamara Simon

19501 W. Country Club Drive, #1101
Aventura, FL 33180

ARTICLE VIII
AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 29 day of December, 2004



Tamara Simon

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the state and county aforesaid to take acknowledgments, personally appeared TAMARA SIMON who is personally known to me and who did take an oath, who is described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed these Articles of Incorporation.

WITNESS my hand and official seal in the county and state last aforesaid, this 29 day of December, 2004.



Rene A. de Armas
My Commission DD182276
Expires April 12, 2007

Rene A. de Armas

Name: _____

NOTARY PUBLIC

(Seal)

My Commission Expires:

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of Koodley.COM, Inc. as made in the foregoing Articles of Incorporation.

DATE: December 29, 2004.

Tamara Simon
Tamara Simon

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