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From:

Michael & McMorney, Esq / Jodi
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FLORIDA PROFIT CORPORATION OR P.A.

Salty Girl Holdings, Inc.

Certificate of Status	0
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Page Count	03
Estimated Charge	\$70.00

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7/29/05

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Articles of Incorporation
of
Salty Girl Holdings, Inc.
A Florida Corporation

The undersigned, acting as Incorporator of Salty Girl Holdings, Inc., a Florida corporation (the "Corporation") under the Florida Business 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 Salty Girl Holdings, Inc. and the street address of the initial principal office of the Corporation is 4901 N.E. 29th Avenue, Lighthouse Point, Florida, 33064.

ARTICLE II
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 III
CAPITAL STOCK

The Corporation is authorized to issue five thousand (5,000) shares of \$.01 par value Common Stock.

ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 200 East Las Olas Boulevard, 19th Floor, Fort Lauderdale, FL 33301. The name of the initial Registered Agent of the Corporation is Michael J. McNerney.

ARTICLE V
INITIAL BOARD OF DIRECTORS

The Board of Directors shall initially have one Director to hold office until the first Annual Meeting of Shareholders and his successor shall have been duly elected and qualified, or until her earlier resignation, removal from office, or death. The name and address of the initial Director of the Corporation is: Alicia Arcand, 4901 N.E. 29th Avenue, Lighthouse Point, Florida, 33064.

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ARTICLE VI
INCORPORATOR

The name and address of the Incorporator of the Corporation is:

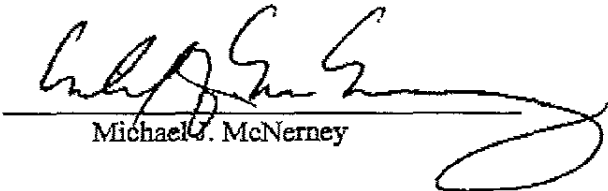
NAME

Michael J. McNerney

ADDRESS

Brinkley, McNerney, Morgan,
Solomon & Tatum, LLP
200 East Las Olas Boulevard, 19th Floor
Fort Lauderdale, FL 33301

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on July 29, 2005.



Michael J. McNerney

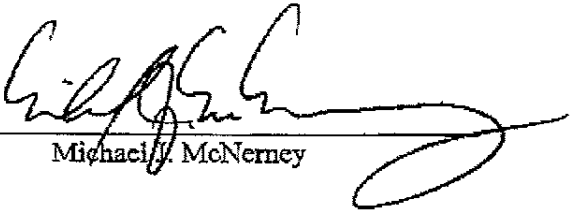
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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for Salty Girl Holdings, Inc., at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of the Florida Business Corporation Act relating to the proper and complete performance of my duties and am familiar with and accept the obligations of my position as Registered Agent.

Dated: July 29, 2005


Michael J. McNerney

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