

**Electronic Articles of Incorporation
For**

P05000138878
FILED
October 10, 2005
Sec. Of State
clewis

XOTIC BABE, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

XOTIC BABE, INC.

Article II

The principal place of business address:

7640 NW 25TH STREET
SUITE 120
MIAMI, FL. 33122

The mailing address of the corporation is:

7640 NW 25TH STREET
SUITE 120
MIAMI, FL. 33122

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

100

Article V

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

MICHELE ZELCER
7640 NW 25TH STREET
SUITE 120
MIAMI, FL. 33122

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: MICHELE ZELCER

Article VI

The name and address of the incorporator is:

MICHELE ZELCER
7640 NW 25TH STREET
SUITE 120
MIAMI, FL 33122

Incorporator Signature: MICHELE ZELCER

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
MICHELE ZELCER
7640 NW 25TH STREET SUITE 120
MIAMI, FL. 33122 US

Title: T
MICHELE ZELCER
7640 NW 25TH STREET SUITE 120
MIAMI, FL. 33122 US

Title: S
MICHELE ZELCER
7640 NW 25TH STREET SUITE 120
MIAMI, FL. 33122 US

Article VIII

The effective date for this corporation shall be:

10/10/2005