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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/NON PROFIT
CORPORATION**

opposite blue, inc

Certificate of Status	0
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B. McKnight FEB 24 2006

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This instrument was prepared by:
Ira S. Silver, Esq.
Florida Bar #221351
Silver & Silver
108 S. Miami Avenue, 2nd Floor
Miami, FL 33130

ARTICLES OF INCORPORATION
OF
OPPOSITE BLUE, INC

THE UNDERSIGNED SUBSCRIBER (INCORPORATOR) to these Articles of Incorporation, desiring to organize a corporation for the purposes hereinafter stated, pursuant to the Laws of the State of Florida, hereby certifies as follows:

ARTICLE I - NAME

The name of this corporation is OPPOSITE BLUE, INC.

ARTICLE II - DURATION

This corporation is to exist perpetually.

ARTICLE III - PURPOSE

This corporation may engage or transact in any or all lawful activities or business permitted under the Laws of the United States, the State of Florida, or any other state, country, territory, or nation.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Five Hundred (500) shares of One (\$1.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this corporation of the same kind, class

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or series as that which he already holds shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation is 751 Washington Avenue, Miami Beach, Florida. The name of the initial registered agent is Dany Bensoussan, 751 Washington Avenue, Miami Beach, Florida.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The name and address of the initial directors of this corporation is:

Dany Bensoussan Director	751 Washington Avenue Miami Beach, Florida
Zehava Tourjman Director	751 Washington Avenue Miami Beach, Florida

ARTICLE VIII - INCORPORATORS

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

Dany Bensoussan Director	751 Washington Avenue Miami Beach, Florida
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ARTICLES IX - POWERS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director to the full extent permitted by law.

ARTICLE XII - SHAREHOLDER AGREEMENT

The shareholders of this corporation may at any time from time to time enter into shareholder agreements not inconsistent with the powers of authority conferred by law, but including provisions which by law is required to be permitted to be set forth in the by-laws of the corporation.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereof, any right conferred upon the shareholders subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 21 day of February, 2006.

OPPOSITE BLUE, INC.

By: _____

Dany Bensoussan

By: _____

Zehava Tourjman

STATE OF FLORIDA)
COUNTY OF)

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Dany Bensoussan and Zehava Tourjman, to me well known to be the persons who executed the foregoing Article of Incorporation, and acknowledged to me that the same was executed for the purposes herein stated.

SWORN TO AND SUBSCRIBED before me this 21 day of February 2006.

My Commission Expires:



IRA S. SILVER
MY COMMISSION # 00174983
EXPIRES: February 8, 2007
Bonded thru Budget Notary Services

NOTARY PUBLIC

TOTAL P.05

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ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept services of process for the above styled corporation, at place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

OPPOSITE BLUE, INC.

By: _____

Dany Bensoussan

[exp:OPPOSITE BLUE, INC.]

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