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EP 3/10/08

EDWARD de R. CAYIA, P.A.

ATTORNEY AT LAW

432 N.E. THIRD AVENUE

FORT LAUDERDALE, FLORIDA 33301-3234

(954) 765-1400 / FAX (954) 765-1421

March 4, 2008

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: VICE VERSA PROJECTS, INC.

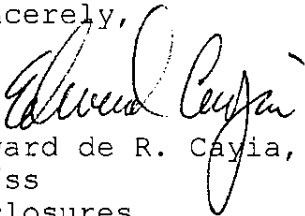
Dear Sir or Madam:

Enclosed herewith please find the Articles of Incorporation for the above-referenced corporation, and my operating account check in the amount of \$78.75 covering the various fees.

Please forward a certified copy of the Articles and the Charter Number to this office at the above address.

Thank you for your attention to this matter.

Sincerely,



Edward de R. Cayia, P.A.

EC/ss

Enclosures

ARTICLES OF INCORPORATION

OF

VICE VERSA PROJECTS, INC.

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ARTICLE I. NAME

The name of the corporation shall be VICE VERSA PROJECTS, INC.

ARTICLE II. TERM OF EXISTENCE

The corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

This corporation is organized for the following purposes: To engage in all legally authorized business practices in the State of Florida, including but not limited to the creation, marketing, and promotion of lifestyle marketing and special events, and to do any and all acts necessary to the fulfillment of such endeavors.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$5.00 value stock.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial principal office and registered agent of this corporation is XAVIER BURT of 137 N.E. 47th Street, Miami, FL 33137.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The

number of Directors may be increased from time to time according to the ByLaws. The name and address of the initial Director of the corporation is XAVIER BURT of 137 N.E. 47th Street, Miami, FL 33137.

ARTICLE VII. INCORPORATION

The name and address of the person signing these Articles of Incorporation is XAVIER BURT of 137 N.E. 47th Street, Miami, FL 33137.

ARTICLE VIII. BYLAWS

The power to adopt, alter, amend or repeal the ByLaws shall be vested in the Board of Directors and shareholders.

ARTICLE IX. RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall not be resold or otherwise transferred to other persons unless such shares are first offered to the initial shareholders of the corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all shareholders of this corporation.

ARTICLE X. CALLING OF SPECIAL MEETING

Special meetings of shareholders may be called by written notice delivered to each shareholder three (3) business days prior to the meeting date.

ARTICLE XI. SHAREHOLDER QUORUM AND VOTING

Fifty one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum of a

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meeting of shareholders. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote shall be the act of the shareholders.

ARTICLE XII. MANAGEMENT OF CORPORATION BY DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation, shall be managed under the direction of the Board of Directors.

ARTICLE XIII. DIRECTORS' TERMS

The shareholders of this corporation shall be entitled to remove any Director from office during his term.

ARTICLE XIV. DIRECTOR QUORUM AND VOTING

One (1) Director shall constitute a quorum for a meeting of the Directors. If a quorum is present, the affirmative vote of the majority of the Directors present shall be the act of the Board.

ARTICLE XV. MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of a conference telephone, as provided by law.

ARTICLE XVI. ACTION BY DIRECTORS WITHOUT A MEETING

The Directors of this corporation may take action by written consent, as provided by law.

ARTICLE XVII. INDEMNIFICATION

This corporation shall indemnify all officers or Directors or any former officer or Director, to the full legal extent permitted

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ARTICLE XVIII. AMENDMENT

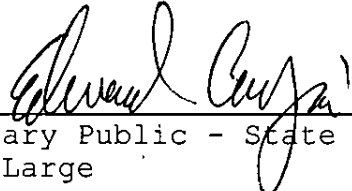
This corporation reserves the right to amend or repent any provision in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 4th day of March, 2008.


XAVIER BURT, Incorporator

STATE OF FLORIDA)
COUNTY OF BROWARD)

4 The foregoing instrument was acknowledged before me on this 4th day of March, 2008, by XAVIER BURT, identified by FL D.L., on oath.


Notary Public - State of Florida
at Large

My commission expires:



EDWARD CAYIA
MY COMMISSION # DD 445041
EXPIRES: August 10, 2009
Bonded Thru Budget Notary Services

The undersigned, having been named as Registered Agent to accept Service of Process for VICE VERSA PROJECTS, INC., at 137 N.E. 47th Street, Miami, FL 33137, does hereby agree to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the complete and proper performance of his duties.


XAVIER BURT, Registered Agent

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