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08 MAY -5 AM 8: 12 SECRETARY OF STATE IALLAHASSEE, FLORIDA

Joseph L. Maher III

Certified Public Accountant
 2880 NW Boca Raton Blvd
 Boca Raton, FL 33431
 PHONE: (561) 750-5099
 FAX: (561) 750-5419

April 30, 2008

Florida Department of State Division of Corporations New Filing Section P.O. Box 6327 Tallahassee, Florida 32314

RE: Raquel & Rachel, Inc.

Dear Sir:

I have enclosed for processing the Articles of Incorporation of Raquel & Rachel, Inc., and a check for seventy-eight (\$78.75) to cover the filing fees.

Also enclosed is the Certificate of Registered Agent. If everything is in order, please send approvals, certified copy, and copy of the law on corporations to me at the address shown above.

Sincerely

Joseph L. Maher III, CPA

ARTICLES OF INCORPORATION

I, the undersigned, a natural person competent to contract, do hereby make, subscribe, and file these articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is:

RAQUEL & RACHEL, INC.

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be:

520 N Ocean Blvd #9 Pompano Beach, FL 33062

ARTICLE III - PURPOSE

This corporation may engage in any activity of business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT
This Corporation's Initial Registered Agent and Registered Office in the State of
Florida shall be:

Rochelle Schwartz 520 N Ocean Blvd #9 Pompano Beach, FL 33062

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The number of Directors may be altered from time to time by the By-laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) director at any time.

ARTICLE VII - INITIAL DIRECTORS

The name and address of the initial Director is:

Rochelle Schwartz 520 N Ocean Blvd #9 Pompano Beach, FL 33062

ARTICLE VIII - INCORPORATOR

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

Joseph L. Maher III, CPA 2880 NW Boca Raton Blvd #4 Boca Raton, FL 33431

ARTICLE IX - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

ARTICLE X - IDEMNIFICATION

The corporation shall indemnify any officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

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

THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does hereby make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated herein are true.

Subscriber

STATE OF FLORIDA COUNTY OF PALM BEACH

Before me, a Notary Public, authorized to take acknowledgements in the State and County se forth above, personally appeared JOSEPH L. MAHER III known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before that he executed these Articles of Incorporation.

IN WITHNESS WHEREOF, I have set my hand and affixed my official seal, in the State and County aforesaid this 14th day of March, 2008

NOTARY PUBLIC

NOTARY PUBLIC-STATE OF FLORIDA ad Adriana Guardia Commission # 10538791

Expires: 10, 2010 Bonded Thru Atlana, menting Co., Inc.

FILED

08 MAY - 5 AM 8: 13

SECRETARY OF STATE
FALLAHASSEE, FLORIDA

DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State Naming Agent Upon Whom Process May be Served and Names and Addresses of the Officers and Directors.

The following is submitted in compliance with Chapter 49.091, Florida Statutes:

a corporation organized (or organizing) under the laws of the State of Florida with its principal office at 520 N Ocean Blvd #9, in the city of Pompano Beach, County of Broward, State of Florida, as its agent to accept Service of Process within the State of Florida.

Dated:

OFFICER:

Rochelle Schwartz

President

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process; to keep open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept Service of Process at the above Florida designated address) in some conspicuous place in the office as required by law.

FILING FEE: \$ 78.75