

**Electronic Articles of Incorporation
For**

P12000046602
FILED
May 18, 2012
Sec. Of State
jshivers

PHOEBESUNIVERSE 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:
PHOEBESUNIVERSE INC.

Article II

The principal place of business address:
48 WHITTINGTON DRIVE
PALM COAST, FL. US 32164

The mailing address of the corporation is:
48 WHITTINGTON DRIVE
PALM COAST, FL. US 32164

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:
10

Article V

The name and Florida street address of the registered agent is:
JOHN A PASCUCCI
48 WHITTINGTON DRIVE
PALM COAST, FL. 32164

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

Registered Agent Signature: JOHN A. PASCUCCI

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Article VI

The name and address of the incorporator is:

TIFFANY RUSSELL
101 N. BRAND BLVD.
11TH FLOOR
GLENDALE, CA 91203

Electronic Signature of Incorporator: TIFFANY RUSSELL, LEGALZOOM.COM, INC.

I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

Article VII

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

Title: D,P
JOHN A PASCUCCI
48 WHITTINGTON DRIVE
PALM COAST, FL. 32164 US

Title: S,T
JOHN A PASCUCCI
48 WHITTINGTON DRIVE
PALM COAST, FL. 32164 US