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1. DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
CYPRESS VILLAGE, INC.

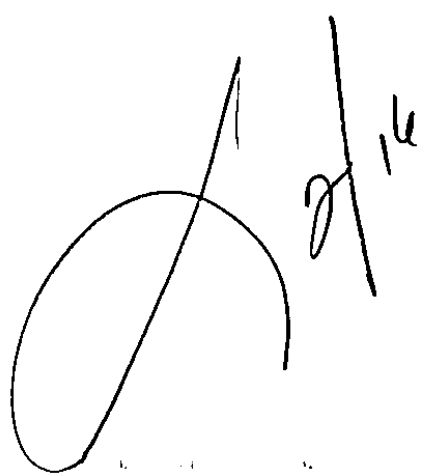
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Tallahassee, Florida

ARTICLES OF INCORPORATION
OF
COTTON BASICS CYPRESS VILLAGE, INC.

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: COTTON BASICS CYPRESS VILLAGE, INC.

ARTICLE II

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

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares Authorized	Par value per share	Class of stock
1000	\$ 1.00	Common

All of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash; at a just valuation to be fixed by the Board of Directors of this corporation. The payment thereof does not have to be at the time of issuance, provided that such shares are subject to calls thereon until the whole consideration therefore shall have been paid.

Upon the sale for cash of any new stock of the same kind, class or series as that which they already hold, every stockholder of this corporation shall have the pre-emptive right to purchase his pro rata share thereof at the price at which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

JOSE PORTNOY, CPA
7700 N. KENDALL DR.
SUITE 405
MIAMI, FL 33156
(305) 274-6666

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ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial principal and registered office of this corporation shall be at 8705 N.W. 100th. STREET, MIAMI, FL. 33178. with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be JOSE PORTNOY who will acknowledge his appointment at the end of these articles of incorporation.

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force an effect as if he were not such a director or officer of such other corporation, or not so interested.

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ARTICLE VIII

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

ARTICLE IX

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator and also the registered agent named herein to accept service of process for the above named corporation at the place designated in these Articles of Incorporation, hereby accept the appointment of Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position of Registered Agent.


JOSE PORTNOY, INCORPORATOR
AND REGISTERED AGENT

Miami, February 15th, 1995

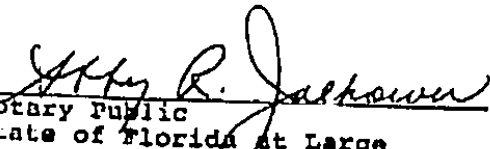
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STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared JOSE PORTNOY to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purposes therein expressed.
WITNESS my hand and official seal in the State of Florida, County of Dade this 15 day of February, 1995.


Notary Public
State of Florida at Large

My Commission expires:



ABBY R. JALKOWER
MY COMMISSION & CO. TERMS EXPIRES
November 2, 1995
BOARDED THRU TRISTY FARM INSURANCE, INC.

FEB 16 1995

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