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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32389
FAX: (904) 922-4000

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: PURPLE MOODS, INC.
FAX AUDIT NUMBER: H95000005068
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ARTICLES OF INCORPORATION
OF
PURPLE MOODS, INC.

ARTICLE I.

NAME

The Name of the Corporation is PURPLE MOODS, INC.

ARTICLE II.

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III.

PERMITTED ACTIVITY

The Corporation shall engage in any activity of business permitted under the laws of the United States and of the State of Florida.

Shellie Sachs Levin, Esq.
Rivergate Plaza, Suite 300
444 Brickell Avenue
Miami, Florida 33131
Florida Bar No. 285196
(305) 358-5800

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ARTICLE IV.

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue are 100 shares with par value of \$1.00 per share.

ARTICLE V.

PREEMPTIVE RIGHTS DENIED

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VI.

PRINCIPAL OFFICE

The principal office of the Corporation is 444 Brickell Avenue, Suite 300, Miami, Florida 33131.

ARTICLE VII.

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is 444 Brickell Avenue, Suite 300, Miami, Florida 33131. The initial registered agent at that address is SHELLIE SACHS LEVIN.

ARTICLE VIII.

DIRECTORS

The business of the Corporation shall be managed by a Board of

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Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The name and address of the first board of directors who shall serve until the first annual meeting of shareholders or until her successors are elected and qualified shall be:

NAME	ADDRESS
SHELLIE SACHS LEVIN	444 Brickell Avenue, Suite 300 Miami, Florida 33131
JANICE O'ROURKE	8350 S.W. 160th Street Miami, Florida 33131

ARTICLE IX.

INCORPORATOR

The name and address of the incorporator is: SHELLIE SACHS LEVIN, 444 Brickell Avenue, Suite 300, Miami, Florida 33131.

ARTICLE X.

INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned, being the original incorporator of the Corporation, has executed these Articles of Incorporation this 26 day of April, 1985.


Shellie Sachs Levin

STATE OF FLORIDA)

COUNTY OF DADE)

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Shellie Sachs Levin, to me well

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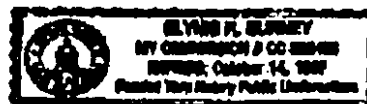
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known and well known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 26 day of April, 1995.

Glynn P. Murphy
NOTARY PUBLIC, State of
Florida at Large

My Commission Expires:



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TALLAHASSEE, FLORIDA

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