BRUCE J. DANIELS, P.A.

P.O. BOX 14800 HOTTIN PALM BEACH, FLORIBA 33408 P.S. COOD 46085

June 2, 1995

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

Re: NAUGHTY BUT NICE, TOO, INC.

Gentlemen:

I enclose the original Articles of Incorporation on the above corporation. I also enclose my check in the amount of \$122.50. There is also a form of consent to the use of the name similar to an existing corporate name from that corporation. Please provide me with a certified copy of the Articles of Incorporation.

Your prompt attention will be as reciated.

Sincerely,

Bruce J. Daniels

BJD/\$

Enclosures

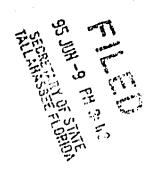
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ARTICLES OF INCORPORATION

OF

NAUGHTY BUT NICE, TOO, INC.



ARTICLE I. CORPORATE NAME.

The name of the corporation is: NAUGHTY BUT NICE, TOO, INC.

ARTICLE II. CORPORATE ADDRESS.

The street address and the mailing address of the initial principal office of the Corporation shall be: 766 North Lake Blvd., Lake Park, Florida 33403.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00. All shares issued shall be fully paid and nonassessable.

ARTICLE IV.

The Registered Agent and street address of Corporation's initial Registered Office in the State of Florida shall be ROBERT WOODHAM, 766 North Lake Blvd., Lake Park, FL 33403.

ARTICLE V. INCORPORATORS.

The name and address of each incorporator is: ROBERT WOODHAM, 766 North Lake Blvd., Lake Park, FL 33403.

ARTICLE VI. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by the Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE VII. BOARD OF DIRECTORS.

This Corporation shall have one director initially. The number of directors may be increased from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII. INITIAL DIRECTOR.

The name of the initial director of this Corporation and his street address is:

ROBERT WOODHAM 766 North Lake Blvd. Lake Park, Florida 33403

ARTICLE IX. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation by made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on June _ ~ , 1995.

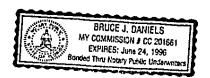
STATE OF FLORIDA COUNTY OF PALM BEACH

Robert Woodham

BEFORE ME, a Notary Public, personally appeared ROBERT WOODHAM, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, acknowledged before me that she subscribed to these Articles of Incorporation on June 2, 1995.

> Notary Public, State of Florida at Large

My commission expires:



CONSENT BY SELLME

Haughty But Nice, Inc., hereby consents to the use by the Huyer, Robert Woodham, of the name Haughty But Nice, Too, Inc., and to the formation of a corporation by the Buyer under the name, Haughty But Nice, Too, Inc.

NAUGHTY BUT NICE, INC.

By: Holera President
Florence Restum, President

Florence Restum, Stockholder

ACCEPTANCE OF REGISTERED AGENT

In compliance with Section 48.091, Florida Statuteau, the following is submitted:

That NAUGHTY BUT NICE, TOO, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at Lake Park, County of Palm Beach, State of Florida, has named ROBERT WOODHAM, located at 766 North Lake Blvd., Lake Park, County of Palm Beach, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the abovenamed Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

POBERT WOODHAM

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