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DEPARTMENT OF CORPORATIONS

FROM: EMPIRE CORPORATE INT CORP

STATE OF FLORIDA

145 W. FLAGLER

100 EAST GAINES STREET

SUITE 300

TALLAHASSEE, FL 32302

MAILING ADDRESS

TEL: (904) 922-4000

CONTACT: RALPH STORCK

PHONE: (904) 541-3694

FAX: (904) 541-3770

((H95000007575)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

NAME: MR. PLEA INC.

FAX AUDIT NUMBER: H9500000075

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08/31/95

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STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF

MR. FLEA INC.

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation:

FIRST: The name of the Corporation is:

Mr. Flea Inc

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are:

To engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is:

One Thousand Shares (1,000) at \$1.00 par value.

FIFTH: The street address of the initial registered and principal office of the Corporation shall be

4030 C Sheridan Street
Hollywood FL 33021

and the name of its initial Registered Agent at such address is:

Luis Estevez

SIXTH

The number of Directors constituting the initial Board of Directors of the Corporation is one and the name and address of the person who is to serve as Director until the first annual meeting of Shareholders or until their successors are elected and shall qualify is:

Luis Estevez 4030 C Sheridan Street
Hollywood FL 33021

Prepared by: Peter Jacobsen (305) 491.5727
Southeast Accounting & Tax Group Inc
6416 N.W. 5th Way Ft Lauderdale FL 33309

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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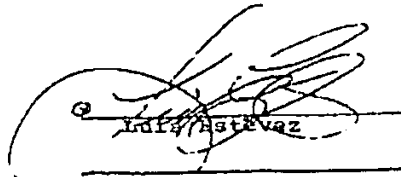
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The name and address of each incorporator is:

Luis Estevez 4030 C Sheridan Street
Hollywood FL 33021

Dated: August 31, 1995


Luis Estevez

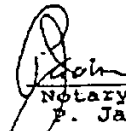
State of Florida:
County of Broward:

The foregoing instrument was acknowledged before me this 31
day of August, 1995 by Luis Estevez of

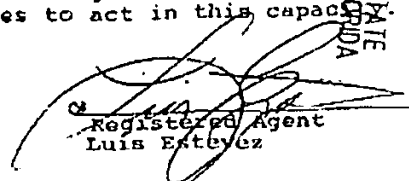
Mr. Flea Inc.



PETER JACOBSEN
COMMISSION # DC 445823
EXPIRES MAR 18 1999
NOTARY PUBLIC
ATLANTIC OCEANIC CO., INC.


Notary Public
P. Jacobsen

Luis Estevez, having been designated
as Registered Agent hereby agrees to act in this capacity


Registered Agent
Luis Estevez

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TALLAHASSEE, FLORIDA

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