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TO: DIVISION OF CORPORATIONS FROM: EMPIRE FOR ORATE KIT COMPANY

DEPARTMENT OF STATE

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STATE OF FLORIDA

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409 EAST GULF STREET

MIAMI FL 33135

311-

TALLAHASSEE, FL 32399

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PHONE: (305) 541-3094

FAX: (305) 541-3770

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: NBI PERSONAL CARE, INC.

FAX AUDIT NUMBER: H96000000472

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/10/1996

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ARTICLES OF INCORPORATION
OF
NBI PERSONAL CARE, INC.

ARTICLE I
CORPORATE NAME

The name of the Corporation shall be:
NBI Personal Care, Inc.

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TALLAHASSEE, FLORIDA

ARTICLE II
NATURE OF CORPORATE BUSINESS

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

ARTICLE III
CAPITAL STOCK

This Corporation is authorized to issue a maximum of One Thousand (1,000) shares of stock. The shares of stock authorized shall be common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

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Marc Birnbaum, Esquire
20801 Biscayne Blvd. #400
Miami, Florida 33180
Tel: (305) 931-1812
Florida Bar No.: 275034

Marc Birnbaum, Esq.
20801 Biscayne Blvd. #400
Miami, FL 33180
(305) 931-1812
Fla Bar No 275034

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ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Maro Birnbaum, P.A.
20801 Biscayne Boulevard
Suite 400
Miami, Florida 33180

The Corporation's principal office shall be

420 Lincoln Road
Suite 230
Miami Beach, Florida 33139

ARTICLE V

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Board of Directors. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VI

INITIAL DIRECTORS

The names and post office addresses of the first Directors of the Corporation are:

NAME	ADDRESS
Barry S. Brecher	420 Lincoln Road #230 Miami Beach, Florida 33139

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ARTICLE VII
INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Marc Birnbaum	20801 Biscayne Boulevard #400 Miami, Florida 33180

ARTICLES VIII
COMMENCEMENT DATE

Corporate existence will commence upon filing.

THE UNDERSIGNED Incorporator, for the purpose of forming a corporation to do business within the State of Florida, makes and files these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.


 _____ (SEAL)
 Marc Birnbaum

STATE OF FLORIDA)

SS:

COUNTY OF DADE)

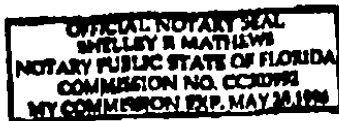
BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared MARC BIRNBAUM, who is

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personally known to me and who is known to be the person described as the Incorporator in the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and official seal at said County and State this 10th day of January, 1996.



Shelley R. Matthews
Notary Public,
State of Florida at Large

The undersigned hereby accepts the foregoing designation as Initial Registered Agent and agrees to comply with the provisions of law applicable to said DESIGNATION.

MARC BIRNBAUM, P.A.

Marc Birnbaum

Marc Birnbaum

January 10, 1995

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TALLAHASSEE, FLORIDA

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LAW OFFICES OF
MARC BIRNBAUM, P.A.
20801 DISCAYNE BOULEVARD SUITE 400
MIAMI, FLORIDA 33180

TELEPHONE
(305) 931-812

June 21, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Attn: New Filings

Re: NBI Personal Care, Inc.
Document #96000000472

- P96000003279

Dear Sir:

Pursuant to the instructions received from your office, please be informed that **NBI PERSONAL CARE, INC.** has moved and the new address is as follows:

NBI Personal Care, Inc.
Post Office Box 8928
Miami Beach, Florida 33139

Thank you for your attention to this matter.

Very truly yours,

Law Offices of
MARC BIRNBAUM, P.A.

By: 
Marc Birnbaum

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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cc:

NBI Personal Care, Inc.