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CORPORATE ACCESS, INC.

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066)

~ (904) 222-2666 or (NOO) 969-1666 , Fax (904) 222-1666

| YHOTO COPY | VILING TO DATE |
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| 1.) SPY STORE TO | |
| 2.) (CORPORATE NAME & DOCUMENT #) | ###################################### |
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| 4.) (CORPORATE NAME & DOCUMENT #) | 70.00 |
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| (CORPORATE NAME & DOCUMENT #) SPECIAL INSTRUCTIONS | 7 7 7 |
| SPECIAL INSTRUCTIONS | |

ARTICLES OF INCOMPORATION

OF

SPY STORE, INC.

ARTICLE I - NAME

The name of the Corporation is SPY STORE, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation are

5741 Hollywood Boulevard, Hollywood, Florida 33021

ARTICLE III - DURATION

This Corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

This Corporation is organized for the purpose of transacting any of all lawful businesses.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue Five Hundred (500) Shares of One Dollar (\$1.00) per value Common Stock.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

IRA F. MARKOWITZ, ESQ.

The Street Address of the Initial Registered Office of this Corporation is 3300 University Drive, Coral Springs, FL 33021 and the name of the Initial Registered Agent of this Corporation is IRA F MARKOWITZ, ESQ.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one Director Initially. The directors are elected according to the bylaws of the corporation. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than One (1). The names and addresses of the initial Directors of this Corporation is:

President/Treasurer:

Stanley N. Corwin

Address:

5741 Hollywood Boulevard, Hollywood, FL 33021

Vice President/Secretary:

Frederick E. Joseph

Address:

5741 Hollywood Boulevard, Hollywood, FL 33021

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles are:

Stanley N. Corwin, 5741 Hollywood Boulevard, Hollywood, FL 33021.

ARTICLE IX - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Subscribed has executed these Articles of Incorporation this 29th day of July, 1996.

STANLEY N. CORWIN, Incorporator

STATE OF FLORIDA) ss.:
COUNTY OF BROWARD)

State of County set forth above, personally appeared STANLEY'N. CORWIN who is personally known to me and known by me or has produced a Florida Driver's License as identification and did (did not) take an oath, to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesald this 29th day of July, 1996.

CELINE A HARRIE My Correspon CO448 Expres Fab. 30, 1900 Honded by HAI 800-423 (Ann.

NOTARY PUBLIC

State of Florida at Large

My commission expires:

CERTIFICATE OF DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IRA F. MARKOWITZ, ESQ., 3300 University Drive, Coral Springs, FL 33065

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First that Spy Store, Inc. , desiring to organize under the laws of the State of Florida with its principle office, as indicated in the Articles of incorporation at the City of Sunrise, County of Broward, State of Florida, designates IRA F. MARKOWITZ, ESQ., 3300 University Drive, Coral Springs, FL 33065, as its agent to accept service of process within this state.

ACKNOWLEDGE:

Having been named to accept service of process for the above state corporation, at place designated in the certificete, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.

Dated: ______, 1996

DV.

A/F. MARKOWILL, ES