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FLORIDA DIVISION OF CORPORATIONS

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FROM: BARNETT CORPORATE SERVICES
074525001567

ACCT#:

CONTACT: BRIAN K BARNETT
PHONE: (954) 349-1467

FAX #:

(954) 349-1467

NAME: LITTLE PRECIOUS, INC.

AUDIT NUMBER.....H96000014753

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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96 OCT 22 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
Precious Academy, Inc.
a Florida corporation

The undersigned, acting as incorporator of Precious Academy, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of this Florida corporation is:

Precious Academy, Inc.

ARTICLE II. ADDRESS

The corporation's mailing address is:

5045 N.W. 196 Terrace
Miami, Florida 33055

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation shall begin effective October, 20th, 1996.

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Barnett Business Services, Inc.
1039 Briar Ridge Road
Fort Lauderdale, Florida 33327
(954) 349-1467

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TALLAHASSEE FLORIDA

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ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1039 Briar Ridge Road Fort Lauderdale, Florida 33327 and the name of the corporation's initial registered agent at that address is Barnett Business Services, Inc.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than 1 (one). The name(s) of the initial director(s):

Name

Martha L. Williams,

Precious Academy, Inc.
5045 N.W. 196 Terrace
Miami, Florida 33055

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Barnett Business Services, Inc.
1039 Briar Ridge Road
Fort Lauderdale, Florida 33327
(954) 349-1467

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ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

Barnett Business Services, Inc.
1039 Briar Ridge Road
Fort Lauderdale, Florida 33327

The incorporator of the corporation assigns to this corporation his/her rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he/she assigns to those persons designated by the board of directors any rights he/she may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 20th day of October, 1996.

Barnett Business Services, Inc.

By: 
Brian K. Barnett

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Barnett Business Services, Inc.
1039 Briar Ridge Road
Fort Lauderdale, Florida 33327
(954) 349-1467

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

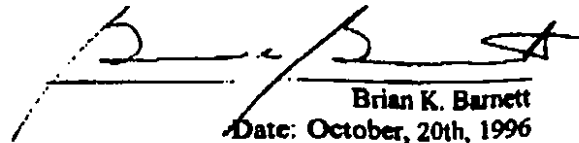
That Precious Academy, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 5045 N.W. 196 Terrace Miami, Florida 33055, has named Barnett Business Services, Inc., as its agent to accept service of process within this state.

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TALLAHASSEE

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

Barnett Business Services, Inc.
1039 Briar Ridge Road Fort Lauderdale, Florida 33327


Brian K. Barnett
Date: October, 20th, 1996

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Barnett Business Services, Inc.
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Fort Lauderdale, Florida 33327
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