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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
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ACCT#: 072450003255

FAX #: (305)541-3770

NAME: ELLE J. CORPORATION

AUDIT NUMBER.....H96000016214

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

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

November 18, 1996

EMPIRE CORP. KIT COMPANY

MIAMI, FL

SUBJECT: ELLE J CORPORATION  
REF: W96000024316

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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Tarri Buckley  
Corporate Specialist

FAX Aud. #: H96000016214  
Letter Number: 096A00052341

ARTICLES OF INCORPORATION

OF

ELAINE'S EUTOPIA, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation

ARTICLE I

The name of the corporation ("Corporation") is  
"ELAINE'S EUTOPIA, INC."

ARTICLE II

This corporation shall have perpetual existence. The corporation may engage in the transaction of any or all lawful businesses for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

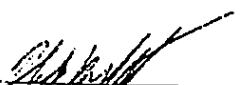
The street address of the principal office of the Corporation is  
7615 Ivory Terrace  
New Port Richey Florida 34655

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is One Thousand (1000), all of which shall be Common Shares having a par value of \$1.00. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 7615 Ivory Terrace, New Port Richey, Florida 34655. The initial registered agent for the Corporation at that address is Elaine J. Morr.

  
PHILIP B. MOHOFF, JR., ESQ.  
FL. Bar No.: 0066559  
7281 Sunshine Grove Road  
Suite 108  
Brooksville FL 34613  
(352) 597-0009

P.03/04

EMPIRE CORPORATE KIT

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PORT RICHEY

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ARTICLE VI

The initial board of directors shall consist of one members. The names and address of the persons who will serve on the initial board of directors are: Same as Article V.

ARTICLE VII

The names and street addresses of the persons signing these articles of incorporation are: Same as Article V.

ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 20 day of November 1996.

  
Elaine J. Morr

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for ELAINE'S EUTOPIA, INC. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

  
Elaine J. Morr

Date: Nov. 20, 1996

Prepared by:

  
PHILIP BOKHOFF JR., ESQ.

FL. Bar No.: 0066559

7281 Sunshine Grove Road

Suite 108

Brooksville FL 34613

(352) 597-0009

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