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DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: CORPORATE CREATIONS INTERNATIONAL INC. ACCT#: 073171003004
CONTACT: JOHNNY C RODRIQUEZ
PHONE: (305)672-0686 FAX #: (305)672-9110

NAME: JELLY BEANS, INC.
AUDIT NUMBER.....H96000016624
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES..... 4
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Articles of Incorporation
of
Jelly Beans, Inc.

Article I. Name

The name of this Florida corporation is:
Jelly Beans, Inc.

Article II. Address

The mailing address of the Corporation is:
Jelly Beans, Inc.
3021 Oak Avenue, Suite S-3
Miami FL 33133

Article III. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:
Elizabeth LaRocca
80 SW 8th Street, Suite 2042
Miami FL 33130

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

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Elizabeth LaRocca FL Bar Member 0042498
SW 8th Street, Suite 2042
Miami FL 33130
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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law.

The name of each initial member of the Corporation's Board of Directors is:

Ilaria Pezzatini

Article VI. Incorporator

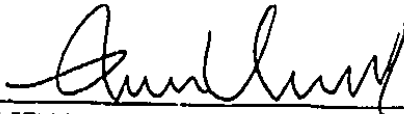
The name and address of the incorporator is:

Elizabeth LaRocca
80 SW 8th Street, Suite 2042
Miami FL 33130

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective November 25, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on November 25, 1996



ELIZABETH LARocca
by L.A. Uriarte as attorney-in-fact

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Elizabeth LaRocca FL Bar Member 0042498
80 SW 8th Street, Suite 2042
Miami FL 33130
305-371-2454 • Fax 305-371-2453

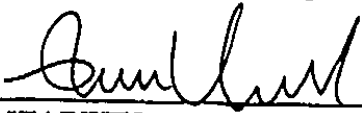
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**Certificate of Designation
Registered Agent and Registered Office**

CORPORATION:
Jelly Beans, Inc.

REGISTERED AGENT:
Elizabeth LaRocca
80 SW 8th Street, Suite 2042
Miami FL 33130

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



ELIZABETH LARocca
by L.A. Uriarte as attorney-in-fact

Date: 11/25/96 by L.A. Uriarte as attorney-in-fact

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TALLAHASSEE, FLORIDA

Elizabeth LaRocca FL Bar Member 0047498
80 SW 8th Street, Suite 2042
Miami FL 33130
305-371-2454 • Fax 305-371-2453

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