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ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: BUTTERFLY DESIGNS, INC.

AUDIT NUMBER.....H97000000570

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

CERT. OF STATUS..0

PAGES..... 6

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ARTICLES OF INCORPORATION

OF

BUTTERFLY DESIGNS, INC.

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is:

BUTTERFLY DESIGNS, INC.

ARTICLE II

Existence

The corporation's existence shall commence upon the date of the filing of these Articles of Incorporation.

ARTICLE III

Purpose

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

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This instrument prepared by:
Carlos M. Tornero, Esq.
LAW OFFICES OF CARLOS M. TORNERO, P.A.
Courthouse Plaza - Suite 600
28 West Flagler Street
Miami, Florida 33139
FBN: 0967254

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ARTICLE IV**Authorized Capital**

The corporation is authorized to issue 1,000 shares of common stock, with a par value of \$1.00 per share.

ARTICLE V**Address**

The address of the principal office of the corporation, and its mailing address, is 89 N.W. 1st Street, Miami, Florida 33128.

ARTICLE VI**Registered Office and Agent**

The street address of the corporation's initial registered office is 28 W. Flagler, Suite 600, Miami, Florida 33130. The name of the initial registered agent at such office is Carlos M. Torno.

ARTICLE VII**Directors**

The number of directors constituting the Board of Directors shall be not less than one (1) nor more than five (5) persons. Initially, the corporation shall have one director. The name and address of the initial member of the Board of Directors is as follows:

Name

Lynda Berumen

Address

10410 SW 153rd Ct.
Apartment #7
Miami, Florida 33196

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ARTICLE VIII**Officers**

This corporation shall have a President who shall at all times be a member of the Board of Directors, a Secretary, a Treasurer and such other officers as the Board may from time to time by resolution create. The election of officers shall take place at the first meeting of the shareholders. The names of the officers who are to serve until the first election are:

Lynda Berumen
Lynda Berumen
Lynda Berumen

President
Secretary
Treasurer

ARTICLE IX**Indemnification**

(a) The corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he: (i) is or was a director of the corporation; (ii) is or was an officer of the corporation, provided that he is or was at the time a director of the corporation; or (iii) is or was serving at the request of the corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, provided that he is or was at the time a director of the corporation.

(b) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VII, the Board of Directors of the corporation shall have, unless otherwise expressly prohibited by the Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

(c) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VII, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

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ARTICLE X

Incorporator

The name and address of the incorporator of the corporation is Carlos M. Tornero, c/o Carlos M. Tornero, P.A., Suite 600 Courthouse Plaza, 28 West Flagler Street, Miami, Florida, 33139

--oOo--

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9th day of January, 1997.


Carlos M. Tornero

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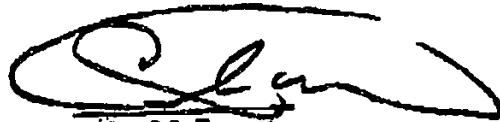
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ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with, and accept, the obligations set forth in Sections 48.091(2) and 607.0505 of the Florida Statutes.



Carlos M. Tornero

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