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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS
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FROM: DENIS GAUTHIER
073542003667

ACCT#:

CONTACT: DENIS GAUTHIER
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(954)925-0185

FAX #:

NAME: FACE OFF INC.

AUDIT NUMBER.....H9700002368

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

CERT. OF STATUS..0 PAGES..... 3

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**H9700002368
ARTICLES OF INCORPORATION
OF
FACE OFF INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators hereby execute these Articles of Incorporation in order to form a Corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation is: **FACE OFF INC.**

ARTICLE II. NATURE OF BUSINESS

The Corporation may engage in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other State, Country, Territory or Nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a nominal or par value of \$ 1.00 per share.

ARTICLE IV. TERMS OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V. ADDRESS

The initial principal office of this Corporation in the State of Florida is:
1730 N 47 AVENUE
HOLLYWOOD FL. 33021

ARTICLE VI. REGISTERED AGENT

The initial Registered Agent is.: **ANDRE GAGNON**
1730 N. 47 AVENUE
HOLLYWOOD FL. 33021

Which is also known as the registered office.

**ANDRE GAGNON
499 E. Sheridan st.# 310
Dania Fl.33004
TEL 954-9250435**

H97000002368
ARTICLE VII. DIRECTORS

The Corporation shall have two directors, initially. The number of directors may be increased or diminished from time to time, by By-laws adopted by the stockholders, but shall never be less than two. The name and address of the initial directors are.:

ANDRE GAGNON
1730 N 47 AVENUE
HOLLYWOOD FL 33021

FRANCINE GAGNON
1730 N 47 AVENUE
HOLLYWOOD FL 33021

ARTICLE VIII. EFFECTIVE DATE

These Articles of Incorporation shall be effective upon the Secretary of State accepting and filing these Articles of Incorporation.

ARTICLE IX. PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X. INCORPORATORS

The name and address of the persons signing these Articles are.:

ANDRE GAGNON
1730 N 47 AVENUE
HOLLYWOOD FL 33021

FRANCINE GAGNON
1730 N 47 AVENUE
HOLLYWOOD FL 33021

ARTICLE XI. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

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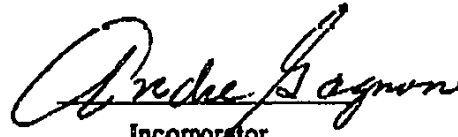
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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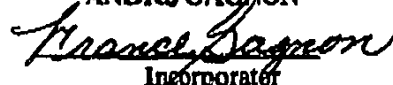
IN WITNESS WHEREOF, we have hereunto set our hands and seal. acknowledged and filed
the foregoing Articles of Incorporation under the laws of the State of Florida this
10 TH day of FEBRUARY 1997

STATE OF FLORIDA)
:SS
COUNTY OF BROWARD)



Incorporator

ANDRE GAGNON



Incorporator

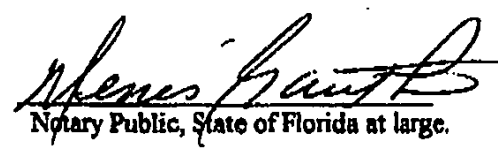
FRANCINE GAGNON

I hereby certify that on this day, before me, a Notary Public duly authorized in
the State and County named above, to take acknowledgments, personally appeared:

ANDRE GAGNON & FRANCINE GAGNON

known to me to be the person described as Incorporator of and who executed the
foregoing Articles of Incorporation, and acknowledged before me that he subscribed to
those Articles of Incorporation.

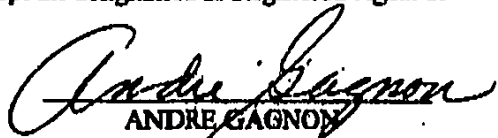
WITNESS my hand and official seal in the State and County named above
this 10 TH day of FEBRUARY 1997


Notary Public, State of Florida at large.

My Commission Expires:

DENIS GAUTHIER
NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXP. JUNE 24 1997
NO. CC 297272
BONDED THRU GENERAL INS. UND.

I ANDRE GAGNON by execution hereof, accept the designation as Registered Agent of
this Corporation


ANDRE GAGNON