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ARTICLES OF INCORPORATION

OF

UDDERLY RIDICULOUS INC.



The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purposes of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is

Udderly Ridiculous Inc.

SECOND: The street address of the principal office of the corporation is 75 N.E. 6th Avenue, Suite 210-A, Delray Beach, Florida 33483.

THIRD: The corporation shall be authorized to issue 200 shares, all of which are of a par value of \$.01 each and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the corporation is c/o SYLVANA ROSS INC., 75 N.E. 6th Avenue, Suite 210-A, Delray Beach, Florida 33483, and the name of its registered agent at such address is Sylvia Antell.

FIFTH: The name and address of the incorporator is:

NAME

ADDRESS

Sylvia Antell

21803 Arriba Real, #13D Boca Raton, FL 33433

SIXTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same have

been reacquired and have treasury status, and any and all of such rights and options may be granted by the Board of Directors to such persons, firms, corporations, and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SEVENTH: This corporation is formed to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act, provided that it is not formed to engage in any act or activity which requires the consent or approval of any state official, department, board, agency or other body, without such approval or consent first being obtained.

EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have the power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, director, employee, or agent and shall inure to the benefit of the heirs, executors, and administration of such a person.

IN WITNESS WHEREOF, I hereunto sign my name and affirm that the statements made herein are true under the penalties of perjury, this 26 th day of 36 th day of 36

Sylvia Antell, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the

proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

SYLVANA ROSS INC.

By: Affice Concerning

Sylvia Antell,

President

Date: Hung 26, 1997

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