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DIVISION OF CORPORATIONS

97 JUN -9 PM 2:53

**RICHARD MILLER**

Accountant

16499 NE 19 Ave., Suite 107  
N. Miami Beach, Florida 33162

**XTRAORDINARY BABES, INC.**

16499 N.E. 19 AVE. # 107  
MIAMI, FL. 33162

(305) 944-5533

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ARTICLES OF INCORPORATION  
OF  
XTRAORDINARY BABES, INC.

ARTICLE I NAME

The name of the Corporation is XTRAORDINARY BABES, INC.

(hereinafter called the "Corporation")

ARTICLE II PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for the Corporation organized under the General Corporation Act of the State of Florida.

ARTICLE III CAPITAL STOCK

The Aggregate number of shares which the Corporation shall have the authority to issue is 1,000 Common Stock par value \$1.00 per share.

ARTICLE IV INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent and the principle office of this Corporation is 20533 BISCAYNE BLVD. # 4232 MIAMI, FL. 33180 and the name of the initial registered agent of this Corporation at that address is RENE CURBELO

ARTICLE V INITIAL BOARD OF DIRECTORS

The Corporation shall have one director initially. The number of directors may either increase or decrease from time to time as provided in the By-Laws of the Corporation, but shall never be less than one. The name and address of the initial directors of this Corporation are:

RENE CURBELO  
20533 BISCAYNE BLVD # 4232  
MIAMI, FL. 33180

ARTICLE VI INCORPORATOR

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

RENE CURBELO  
20533 BISCAYNE BLVD. # 4232  
MIAMI, FL. 33180

IN WITNESS WHEREOF; the undersigned Incorporator and Registered Agent has executed these Articles of Incorporation on this 06 day of JUNE, 1997.

  
RENE CURBELO, INCORPORATOR AND REGISTERED AGENT

STATE OF FLORIDA

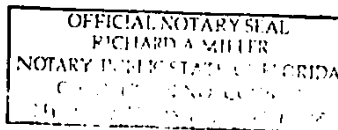
COUNTY OF DADE

Before me, a notary public authorized to take acknowledgements in the state and county set above, personally appeared RENE CURBELO known to me and known by me to be the person who executed the forgoing articles of incorporation and he acknowledge before me that he executed those article of incorporation.

IN WITNESS WHEREOF: I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 06 day of JUNE, 1997.

*Richard Miller*

Notary Public, State of Florida at Large



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CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

XTRAORDINARY BABES, INC.

2. The name and address of the registered agent and office is :

RENE CURBELO 20533 BISCAYNE BLVD. # 4232, MIAMI, FL. 33180

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE CERTIFICATE. I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THE 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.

  
RENE CURBELO, PRESIDENT

XTRAORDINARY BABES, INC.