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FLORIDA DIVISION OF CORPORATIONS
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CONTACT: RAY STORMONT
PHONE: (305) 541-3694 FAX #: (305) 541-3770

NAME: LILYWHITES, INC.
AUDIT NUMBER.....H97000009839
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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LILYWHITES, INC.
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
LILYWHITES, INC.**

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

FIRST: The name of the Corporation is LILYWHITES, INC. (the "Corporation").

SECOND: The principal office address and mailing address of the Corporation is Plaza 3000, 3020 North Federal Highway, Fort Lauderdale, FL 33306.

THIRD: The Corporation is authorized to issue 1,000 shares of common stock, par value \$.001 per share.

FOURTH: The street address of the initial registered office of the Corporation is: Plaza 3000, 3020 North Federal Highway, Fort Lauderdale, FL 33306, and the registered agent at that address is Dolly van Hengel.

FIFTH: The name and address of the incorporator of the Corporation is: Dolly van Hengel, Plaza 3000, 3020 North Federal Highway, Fort Lauderdale, FL 33306

SIXTH: The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations maybe formed under Chapter 607 of the Florida Statutes.

SEVENTH: The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial director of the Corporation is: Dolly van Hengel, Plaza 3000, 3020 North Federal Highway, Fort Lauderdale, FL 33306.

Prepared by:
Cory B. Nass, Esq.
1801 Clint Moore Road
Suite 100
Boca Raton, FL 33487
(361) 998-8884
FL Bar No. 0003956

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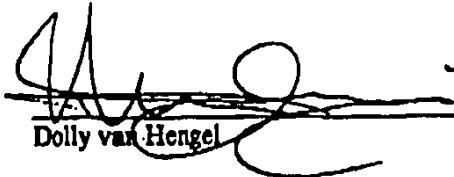
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EIGHTH: The corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

NINTH: The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

TENTH: The corporate existence of the Corporation shall commence on upon the filing of the Articles of Incorporation with the State of Florida.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 16th day of June, 1997.



Dolly van Hengel

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ACCEPTANCE OF APPOINTMENT
OF
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 of Section 607.0505 of the Florida Business Corporation Act.


Dolly van Hengel
Dated: 6/16/97

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FLORIDA STATE
TALLAHASSEE, FLORIDA

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