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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: LACE CLUB SERVICES, INC.

AUDIT NUMBER.....H97000010531

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

CERT. OF STATUS..0

PAGES..... 4

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ARTICLES OF INCORPORATION

OF

Lace Club Services, Inc.

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ARTICLE I - NAME

The name of the Corporation is Lace Club Services, Inc.

ARTICLE II - DURATION

The date when the Corporation's existence shall begin shall be the date when the Articles of Incorporation are filed in the office of the Secretary of State and approved. The Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue ONE THOUSAND (1000) shares of ONE DOLLAR (\$1.00) par value common stock.

ARTICLE V - PRE-EMPTIVE RIGHTS

After the initial issue of common stock of this Corporation, 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 of stock of this Corporation (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI -

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is
2801 University Drive, Suite 203, Coral Springs, Florida 33065

Prepared by: NICHOLAS T. GENTILE,
Florida Bar No. 88038, NICHOLAS T. GENTILE, P.A.
2801 University Dr., #203, Coral Springs, FL
33065 (305) 415-1000

H9 7000010531

H9 7000010531

, and the name of the initial Registered Agent of this Corporation is Nicholas T. Gentile, Esquire.

ARTICLE VII -
FIRST BOARD OF DIRECTORS

This Corporation's first Board of Directors shall consist of two (2) Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than two (2). The names and addresses of the initial Board of Directors of this Corporation are:

Glen Orecchio, President
195 Rt. 303
W. Nyack, NY 10913

Mike Orecchio, Secretary
24 Galest Drive
Wayne, NJ 07470

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Gerald R. Sente
9506 NW 67 Street
Tamarac, FL 33321

ARTICLE IX
PRINCIPAL OFFICE AND MAILING ADDRESS OF CORPORATION

2500 N. Federal Highway
Suite 203
Ft. Lauderdale, Florida 33305

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 24 day of June, 1997


INCORPORATOR

H9 7000010531

H9 7000010531

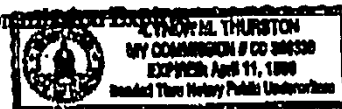
BEFORE ME, a Notary Public, authorized to take acknowledgments in the State of Florida, personally appeared Gerald R. Santa, ~~personally~~ ~~known to me~~ [who has produced U.S. Passport No. 155956871 as identification], who executed the foregoing Articles of Incorporation, and he/~~she~~ acknowledged before me that he/~~she~~ executed these Articles of Incorporation, and who [~~did~~/did not] take an oath this 24 day of June, 1997.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, this 24 day of June, 1997.

Lynnda M. Thurston

Notary Public, State of Florida

My Comm.



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Lace Club Services, Inc., at the place designated in the Articles of Incorporation, Nicholas T. Gentile, Esquire agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Nicholas T. Gentile
NICHOLAS T. GENTILE, Esquire
Registered Agent

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