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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001  
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: CELEBRITY ONE CLUB, INC.  
AUDIT NUMBER.....H97000010906  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS..0 PAGES..... 5  
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SEC. OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLE I - NAME

The name of this corporation is CELEBRITY ONE CLUB, INC. SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ONE THOUSAND (1,000) shares of ONE DOLLAR (\$1.00) par value common stock which shall be designated as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation 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.

Prepared by: TAMBLA J. STULTS, ESQUIRE FL. Bar #0834572, MASSA &  
STULTS, The Litigation Building, Third Floor, 633 South Andrews  
Avenue, Fort Lauderdale, Florida 33301 (904) 626-1700

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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is MASSA & STULTS, The Litigation Building, Third Floor, 633 South Andrews Avenue, Fort Lauderdale, Florida, 33301 and the name of the initial registered agent of this corporation at that address is TAMELA J. STULTS, ESQUIRE.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial Board of Director of this corporation is:

TAMELA J. STULTS, ESQUIRE  
Litigation Building Third Floor  
633 S. Andrews Avenue  
Fort Lauderdale, Florida 33301

ARTICLE VIII - INCORPORATORS

The name and address of each person signing these Articles is:

TAMELA J. STULTS, ESQUIRE  
Litigation Building Third Floor  
633 S. Andrews Avenue  
Fort Lauderdale, Florida 33301

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

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ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 2nd day of July, 1997.



Subscriber: TAMELA J. STULTS

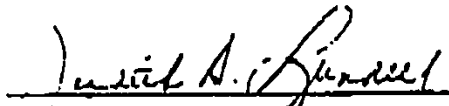
STATE OF FLORIDA     )  
                                  )  
COUNTY OF BROWARD    )

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared J.T. TAYLOR known to be and known by me to be the person, did not take an oath, who executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 2nd of July, 1997.

NOTARY PUBLIC

Sign:

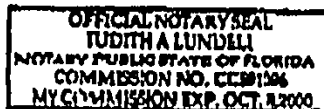


Print:

JUDITH A. LUNDELL

State of Florida at Large  
My Commission Expires:

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CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE  
OF AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.0345, Florida Statutes,  
the following is submitted:

FIRST that CELEBRITY ONE CLUB, INC. desiring to organize or  
qualify under the laws of the State of Florida, with its principal  
place of business at 633 South Andrews Avenue, Third Floor  
Litigation Building, Fort Lauderdale, Florida 33301, has named  
TAMELA J. STULTS, ESQUIRE, located at The Litigation Building Third  
Floor, 633 South Andrews Avenue, Fort Lauderdale, Florida 33301, as  
its agent to accept service of process within Florida.

Date: July 2nd 1992

Tamela J. Stults, Esq.  
TAMELA J. STULTS, ESQUIRE  
Sole Incorporator & Director

Having been named to accept service of process for the  
above named corporation, at the place designated in this  
certificate, I hereby agree to act in this capacity, and I further  
agree to comply with the provisions of all states relative to the  
proper performance of my duties.

Tamela J. Stults, Esq.  
TAMELA J. STULTS, ESQUIRE  
Registered Agent

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