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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: STERLING BRANDS INTERNATIONAL, INC.

AUDIT NUMBER.....H97000012383

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

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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ARTICLES OF INCORPORATION
OF
STERLING BRANDS INTERNATIONAL, INC.

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FILED
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is **STERLING BRANDS INTERNATIONAL, INC.**

ARTICLE II - ADDRESS

The street and mailing address of this corporation is 4410 Nautilus Drive, Miami Beach, Florida 33140.

ARTICLE III - AUTHORIZED SHARES

This Corporation is authorized to issue 1,000 shares of capital stock.

ARTICLE IV - CLASSES OF STOCK

The authorized shares of capital stock in this Corporation are not divided into classes.

ARTICLE V - SHARES IN SERIES

None of the shares of capital stock in this Corporation are to be issued in series.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation shall have the right to purchase his or her 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.

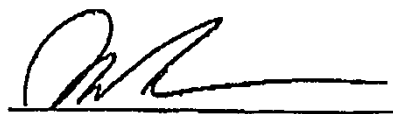
ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is Mark A. Marder. The street address of the initial registered office of this Corporation is Penthouse Five, 9400 Dadeland South, 9400 South Dadeland Boulevard, Miami, Florida 33156.

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these articles is Mark A. Marder, Penthouse Five, 9400 Dadeland Towers, 9400 South Dadeland Boulevard, Miami, Florida 33156.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 29th day of July, 1997.



MARK A. MARDER

Mark A. Marder, Esquire
Penthouse Five, 9400 Dadeland Towers
9400 South Dadeland Boulevard
Miami, Florida 33156
F.B.N.: 248835 (305) 670-8700

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Articles of Incorporation
STERLING BRANDS INTERNATIONAL, INC.
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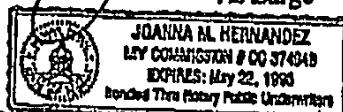
STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared MARK A. MARDER, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he 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 29th day of July, 1997.

My commission expires:

Joanna M. Hernandez
NOTARY PUBLIC, State of Florida
At Large



ACCEPTANCE OF REGISTERED AGENT

I am familiar with and accept the obligations of the position of Registered Agent for the foregoing corporation; I agree as Registered Agent to accept service of process for said corporation; to keep the registered office open during the prescribed hours; and to post my name in some conspicuous place in said office as required by law.

Mark A. Marder
MARK A. MARDER

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CLERK, FLORIDA