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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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FAX #: (305)541-3770

NAME: OOH LA LA, INC.

AUDIT NUMBER.....H97000013061

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION

OF

OOH LA LA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these *Articles of Incorporation* a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be OOH LA LA, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is sixty (60) shares of common stock having no par value.

ARTICLE IV. ADDRESS

The street address of the initial registered and principal office of the corporation shall be c/o *Rosenfeld & Stein, P.A. 18260 N. E. 19th Avenue, Suite 202, North Miami Beach, Florida 33162*, and the name of the initial Registered Agent of the corporation is *Alexander M. Rosenfeld*.

FILED BY:

Ravi Barta, Esq.

Fla. Bar No. 0075167

18260 N.E. 19th Ave., #202

North Miami Beach, FL 33162

(305) 940-8080

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ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S corporation.

ARTICLE VII. DIRECTORS

This corporation shall, initially, have two (2) directors. The names and address of the initial members of the Board of Directors are:

DANIEL THEME
c/o Rosenfeld & Stein, P.A.
18260 N.E. 19th Avenue, Suite 202
N. Miami Beach, FL 33162

DAVID BIANCO
c/o Rosenfeld & Stein, P.A.
18260 N.E. 19th Avenue, Suite 202
N. Miami Beach, FL 33162

ARTICLE VIII. OFFICERS

The names and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until his successor is elected or appointed are:

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President: DANIEL THEME
c/o Rosenfeld & Stein, P.A.
18260 N.E. 19th Avenue, Suite 202
N. Miami Beach, FL 33162

Vice President: DAVID BIANCO
c/o Rosenfeld & Stein, P.A.
18260 N.E. 19th Avenue, Suite 202
N. Miami Beach, FL 33162

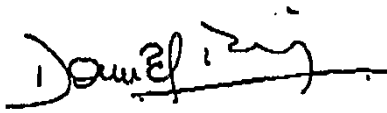
Secretary/Treasurer: JUDITH GALL
c/o Rosenfeld & Stein, P.A.
18260 N.E. 19th Avenue, Suite 202
N. Miami Beach, FL 33162

ARTICLE IX. SUBSCRIBER

The name and address of the subscriber to these Articles of Incorporation is:

DANIEL THEME, c/o ROSENFELD & STEIN, P.A., 18260 N.E. 19th Avenue, Suite 202, N. Miami Beach, FL 33162.


IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal this 6th day of AUGUST, 1997.



DANIEL THEME

STATE OF FLORIDA)
)
COUNTY OF DADE) SS:

The foregoing instrument was acknowledged before me this 6th day of August, 1997, by DANIEL THEME.


NOTARY PUBLIC

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Notary Public

Print name: _____

Personally Known Or Produced Identification _____

Type of Identification _____

Having been named to accept service of process for the above-stated 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 statutes relative to the proper and complete performance of my duties.



Alexander M. Rosenfeld
Registered Agent

Date: AUGUST 6th, 1997

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TALLAHASSEE, FLORIDA

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