

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 OCT -9 AM 11:17

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XO-XO By Jessumar, Inc.

600002315876--3
-10/09/97--01009--021
****122.50 ****122.50

Signature _____

Requested by: Cher

Name _____

Date 10.9

Time 940

Walk-In _____

Will Pick Up _____

☒ Art of Inc. File _____

____ LTD Partnership File _____

____ Foreign Corp. File _____

____ L.C. File _____

____ Fictitious Name File _____

____ Name Reservation _____

____ Merger File _____

____ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

____ Annual Report / Reinstatement _____

☒ Cert. Copy _____

____ Photo Copy _____

____ Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

____ Vehicle Search _____

____ Driving Record _____

____ UCC 1 or 3 File _____

____ UCC 11 Search _____

____ UCC 11 Retrieval _____

____ Courier _____

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RP
10-9-97

ARTICLES OF INCORPORATION

OF

XO-XO BY JESSIMAR, INC.

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ARTICLE I - NAME

The name of this corporation is XO-XO BY JESSIMAR, INC.

ARTICLE II - DURATION

This corporation shall commence on the date of filing of these Articles with the Secretary of State and shall have a perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any lawful business for which corporations may be incorporated under the Florida General Corporations Act and to do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business of the corporation shall be 7132 Fish Creek Lane, West Palm Beach, Florida 33411, with the privilege of having branch offices at any other place.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4869-4 Okeechobee Boulevard, West Palm Beach, Florida 33417 and the name of the initial registered agent is ALAN BERNSTEIN.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director of this corporation is:

SALVATORE TORNAMBENE
7132 Fish Creek Lane
West Palm Beach, Florida 33411

LUDY TORNAMBENE
7132 Fish Creek Lane
West Palm Beach, Florida 33411

ARTICLE VIII - INCORPORATOR

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

SALVATORE TORNAMBENE
7132 Fish Creek Lane
West Palm Beach, Florida 33411

LUDY TORNAMBENE
7132 Fish Creek Lane
West Palm Beach, Florida 33411

ARTICLE IX - BY-LAWS

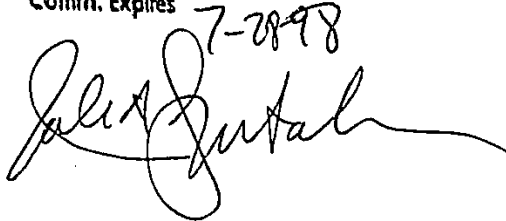
The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles
of Incorporation this 6 day of OCTOBER, 1997.


SALVATORE TORNAMBENE


LUDY TORNAMBENE

JOSEPH A. SPITALIERI
NOTARY PUBLIC, State of New York
No. 24-4866311
Qualified in Kings County
Comm. Expires 7-28-98

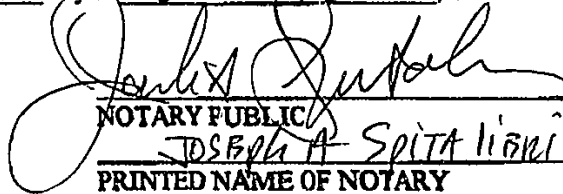


STATE OF NEW YORK
COUNTY OF QUEEN

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County aforesaid, personally appeared SALVATORE TORNAMBENE and LUDY TORNAMBENE, who produced A DRIVERS LICENSE.

_____ as
identification, and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed said Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County aforesaid, this 6 day of OCTOBER, 1997.


NOTARY PUBLIC
JOSEPH A. SPITALIERI
PRINTED NAME OF NOTARY

NOTARY COMMISSION NUMBER

My commission expires:

7-28-98

JOSEPH A. SPITALIERI
NOTARY PUBLIC, State of New York
No. 24-4866311
Qualified in Kings County
Comm. Expires 7-28-98

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in
compliance with said Act:

FIRST—That XO-XO BY JESSIMAR, INC. desiring to organize under the laws
of the State of Florida with its principal office, as indicated in the Articles of Incorporation
at the City of West Palm Beach, County of Palm Beach, State of Florida, has named
ALAN BERNSTEIN, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

HAVING BEEN NAMED to accept service of process for the above-stated
corporation, at the place designated in this certificate, I hereby accept to act in this
capacity, and agree to comply with the provisions of said Act relative to keeping open said
office.


ALAN BERNSTEIN

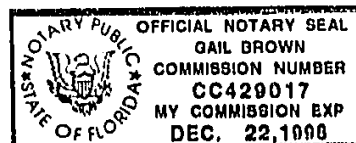
STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take
acknowledgments, appeared ALAN BERNSTEIN to me personally known and who
executed the foregoing instrument and acknowledged before me that he executed the same
freely.

WITNESS my hand and official seal in the County and State last aforesaid this
8th day of October, 1997.


NOTARY PUBLIC GAIL BROWN

My commission expires:



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