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LAW OFFICES
JIM E. SOLOMON & ASSOCIATES, P.A.

SUITES 207-209 • CYPRESS BEND PLAZA
1180 SOUTH POWERLINE ROAD
POMPANO BEACH, FLORIDA 33069

AREA CODE 954
TELEPHONE 971-0111 • 971-6083
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October 23, 1997

FILED

97 OCT 28 AM 10:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

800002331558--5
-10/28/97--01056--010
*****70.00 *****70.00

Re: Florida Incorporation

Dear Sir or Madam:


I am enclosing for filing the original and one (1) copy of the Articles of Incorporation and Certificate of Designation of Registered Agent/ Registered Office for a Florida incorporation, together with this Firm's check in the amount of \$70.00 for filing the Articles and for Designation of Registered Agent.

Please file the same and return the filed copy in the self-addressed, stamped envelope enclosed herewith for your convenience.

Thank you for your cooperation in this matter.

Very truly yours,

JIM E. SOLOMON & ASSOCIATES, P.A.

By: 
Beverly J. Hosek CLA

bjh
Enclosures

cc: Client

P, Hall

OCT 29 1997

ARTICLES OF INCORPORATION
OF
COVER-GIRLS. NET, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Sole Incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation shall be: COVER-GIRLS. NET, INC.

The address of the principal office of this Corporation shall be: 305 Liberty Court, Deerfield Beach, Florida 33442, and the mailing address of the Corporation shall be the same.

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 5,000 shares of common stock, with no par value per Share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the Corporation shall be: 1180 South Powerline Road, Suite Nos. 207-209, Pompano Beach, Florida 33069; and the name of the initial Registered Agent of the Corporation at that address is: Jim E. Solomon.

ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This Corporation shall have one (1) Director initially. The name and street address of the initial Director who shall hold office for the first year of the Corporation, or until his successor is elected or appointed is: Michael J. Marchese, Jr., 305 Liberty Court, Deerfield Beach, Florida 33442.

The undersigned has executed these Articles of Incorporation this 23rd day of October, 1997.



John A. Kirkham
Sole Incorporator

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned Corporation, organized under the Laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the Corporation is:

COVER-GIRLS. NET, INC.

2. The name and address of the Registered Agent and office is:

Jim E. Solomon
1180 South Powerline Road
Suite Nos. 207-209
Pompano Beach, Florida 33069

By: John A. Kirkham
John A. Kirkham
Sole Incorporator

Date: October 23, 1997

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: Jim E. Solomon
Jim E. Solomon
Registered Agent

Date: October 23, 1997