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FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: ASK DR. GWEN, INC.

AUDIT NUMBER.....H97000018274

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

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TALLAHASSEE, FLORIDA

NOV 4 1997

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**ARTICLES OF INCORPORATION
OF
ASK DR. GWEN, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a Corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I. - CORPORATE NAME

The name of the Corporation is ASK DR. GWEN, INC.

ARTICLE II. - CORPORATE DURATION

The duration of the Corporation is perpetual, and the Corporate existence is to commence upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE III. - PURPOSE AND POWERS

The general purposes for which the Corporation is organized are to transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act, and to engage in any other trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with or auxiliary to any other business of the Corporation.

ARTICLE IV. - CAPITALIZATION

The aggregate number of shares the Corporation is authorized to issue is 100. Such shares shall be of a single class and shall be without par value.

ARTICLE V. - REGISTERED OFFICE, AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of the Corporation is 300-71 Street, Suite #415, Miami Beach, FL 33141, and the name of its initial registered agent at such address is Donald B. Mahoney. The principal office and mailing address of the corporation is 300-71 Street, Suite #415, Miami Beach, FL 33141.

Filed by:
Gary Silberman, Esq.
300-71 Street, Suite #405
Miami Beach, FL 33141
Tel: (305) 866-7621
Florida Bar No.: #085233

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ARTICLE VI. - DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation are four. The names and addresses of the persons who are to serve as members of the initial Board of Director are as follows:

Donald B. Mahoney
300-71 Street, Suite #415
Miami Beach, FL 33141

Daniel E. Jonas
300-71 Street, Suite #415
Miami Beach, FL 33141

Gwendolyn Wurm
300-71 Street, Suite #415
Miami Beach, FL 33141

Deeba Jafri
300-71 Street, Suite #415
Miami Beach, FL 33141

ARTICLE VII. - INCORPORATORS

The names and addresses of the incorporators are:

Donald B. Mahoney
300-71 Street, Suite #415
Miami Beach, FL 33141

Daniel E. Jonas
300-71 Street, Suite #415
Miami Beach, FL 33141

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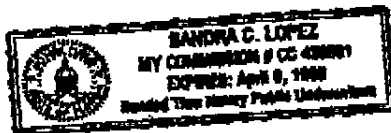
IN WITNESS WHEREOF the undersigned subscribers have executed these Articles of Incorporation at Miami Beach, Florida on the 3rd day of November, 1997.

Donald B. Mahoney
 DONALD B. MAHONEY
Daniel E. Jonas
 DANIEL E. JONAS

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STATE OF FLORIDA:
 COUNTY OF DADE:

I HEREBY CERTIFY that on this 3rd day of November, 1997, before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, personally appeared DONALD B. MAHONEY and DANIEL E. JONAS and they acknowledged before me that they are the subscribers to these Articles of Incorporation and they have acknowledged that they have signed same on this 3rd day of November, 1997. DONALD B. MAHONEY and DANIEL E. JONAS are personally known to me and did take an oath.



Sandra C. Lopez
 Notary Public at Large, State of Florida
 My commission expires:

ACKNOWLEDGMENT OF APPOINTMENT AS REGISTERED AGENT

COMES NOW, DONALD B. MAHONEY, and hereby acknowledges his appointment as the registered agent of ASK DR. GWEN, INC., and he is familiar with, and accepts, the obligations of that position.

Donald B. Mahoney
 DONALD B. MAHONEY

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