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TALLAHASSEE, FLORIDA

11/04/97

FLORIDA DIVISION OF CORPORATIONS
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(((H97000018294 3)))

TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
PHONE: (305) 358-2571

ACCT#: 070744001530

FAX #: (305) 358-7832

NAME: SEXY IN PARIS, INC.

AUDIT NUMBER.....H97000018294

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

CERT. OF STATUS..0

PAGES..... 1

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TALLAHASSEE, FLORIDA

Article 1: Name of Corporation SEXY IN PARIS, INC.
Address of Corporation 940 OCEAN DRIVE (BREAKWATER HOTEL)
MIAMI BEACH, FLORIDA 33139

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 100, with a par value of \$1.00. (PAR VALUE IS NOT REQUIRED).

Article 3: REGISTERED AGENT
and
REGISTERED OFFICE: MICHAEL MIMOUN
940 OCEAN DRIVE
MIAMI BEACH, FL 33139

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation

Michael Mimoun 10/31/97
Signature of Registered Agent Date

Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED)
First listed is President. Second is Vice-President. Then, sec/treasurer
1. MICHAEL MIMOUN SETH KAUFMAN
940 OCEAN DRIVE 2905 NE 190th ST. #204
MIAMI BEACH, FL 33139 AVENTURA, FLORIDA 33180

Article 5: The Name and Address of the INCORPORATOR is:

SETH KAUFMAN
2905 NORTHEAST 190th STREET APT. 204
AVENTURA, FLORIDA 33180

In witness whereof I have subscribed my name

Seth Kaufman
Signature of Incorporator

SETH KAUFMAN

497-18294
Prepared by:

ACE INDUSTRIES, INC.
54 NW 11th Street
Miami, FL 33136
305-358-2571