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Magin Georgette, Inc.
1801 S. Ocean Drive
Ste. 234
Hallandale, FL 33009
(954) 454-1212

800002387788-1
-12/31/97-01092-015
*****78.75 *****78.75

December 26, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: MAGIN GEORGETTE, INC.

Enclosed, please find an original and one (1) copy of the articles of incorporation and a check in the amount of \$ 78.75 to cover for the Filing Fee and Certificate.

Should you have any question, please do not hesitate to contact me at your convenience at:

Magin Del Toro
1801 S. Ocean Drive
Ste. 234
Hallandale, FL 33009

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TALLAHASSEE, FLORIDA

Thank you

F. CHESSEB JAN 5 1998

**ARTICLES OF INCORPORATION
OF
MAGIN GEORGETTE, INC.**

ARTICLE I - NAME

The name of the corporation shall be Magin Georgette, Inc.

ARTICLE II-DURATION

This Corporation is to exist perpetually

ARTICLE III - PURPOSE

This Corporation is organized to engage in any act or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10, 000 shares of common stock with a par value of one dollar (\$ 1.00) per share.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENTS

The street address of the initial registered office and principle place of business of this corporation is

1801 S. Ocean Drive
Ste. 234
Hallandale, FL 33009

The name of the initial registered agent of this corporation at that address is Magin Del Toro

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) directors initially.

The number of directors may either be increased or diminished from time to time by the bylaws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are as follows:

Magin Del Toro	1801 S. Ocean Drive Ste. 234 Hallandale, FL 33009
Georgette Costa	1801 S. Ocean Drive Ste. 234 Hallandale, FL 33009

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ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is:

Magin Del Toro

1801 S. Ocean Drive
Ste. 234
Hallandale, FL 33009

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors.

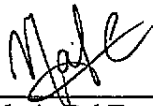
ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereof, and any right conferred upon the shareholders is subject to this reservation.

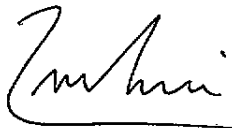
The undersigned incorporator has executed these Articles of Incorporation this 26 day of Dec., 1997



Magin Del Toro, Incorporator

STATE OF FLORIDA
COUNTY OF DADE

The foregoing Articles of Incorporation was acknowledged before me this 26 of Dec., 1997 by Magin Del Toro, personally known by notary public.



NOTARY PUBLIC



"OFFICIAL SEAL"
Irene Rimer
My Commission Expires 1/9/99
Commission #CC 432747

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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.

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TALLAHASSEE, FLORIDA

The name of the corporation is Magin Georgette, Inc.

The name and address of the registered agent and office is:

Magin Del Toro 1801 S. Ocean Drive
 Ste. 234
 Hallandale, FL 33009

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.



Magin Del Toro

12/26/97

Date