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NAME: 7 ETIQUETTE DESIGNERS GROUP, INC.

AUDIT NUMBER.....H98000008263

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

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PAGES..... 5

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May 1, 1998

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**ARTICLES OF INCORPORATION
ETIQUETTE DESIGNERS GROUP, INC.**

ARTICLE I

The name of the corporation is: ETIQUETTE DESIGNERS GROUP, INC. The mailing address of the corporation is: 1440 Agua Avenue, Coral Gables, Florida 33156.

ARTICLE II

The duration of the corporation shall be perpetual. The date and time of the commencement of the corporate existence of the corporation shall be upon filing these Articles of Incorporation with the Secretary of State of Florida.

ARTICLE III

The nature of the business and the objects and purposes to be transacted, promoted or carried on by the corporation are to engage in any lawful act, activity or business for which corporations may be organized under the laws of the United States of America and of the State of Florida. Additionally, this corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

Prepared By:
Nene Temchin, Esq.
Nene Temchin, P.A.
328 Minorca Avenue, Second Floor
Coral Gables, Florida 33134
(305) 461-0280
Florida Bar Number: 275816

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ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue and have outstanding at any time is 1000 common shares. Such 1000 common shares shall consist of one class having a par value of \$1.00 per share.

ARTICLE V

The street address of the initial registered office of the corporation is 328 Minorca Avenue, Second Floor, Coral Gables, FL 33134. The name of the corporation's initial registered agent at said address is ILENE TEMCHIN.

ARTICLE VI

The number of directors constituting the initial Board of Directors shall be one (1). The name and street address of the initial member of the Board of Directors is:

Linda Liebman
1440 Agua Avenue
Coral Gables, FL 33156

The number of directors may be increased or diminished from time to time by Bylaws adopted by either the Shareholders or the Directors, but shall never be less than such number as required by the laws of the State of Florida.

ARTICLE VII

The name and street address of the incorporator is:

ILENE TEMCHIN, ESQ.
328 Minorca Avenue, Second Floor
Coral Gables, FL 33134

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ARTICLE VIII

No contract or other transaction between this corporation and one or more of its directors, officers and/or shareholders or any other corporation, firm, association or entity in which one or more of its directors, officers and/or shareholders are directors, officers, shareholders or are financially interested shall be either void or voidable because of such relationship or interest, because such director or directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as the corporation at the time it is authorized by the Board, a committee thereof or the shareholders.

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by Florida law.

IN WITNESS WHEREOF the undersigned has caused these Articles of Incorporation to be executed at Coral Gables, Florida this 30st day of April, 1998.


ILENE TEMCHIN, Incorporator and
Registered Agent

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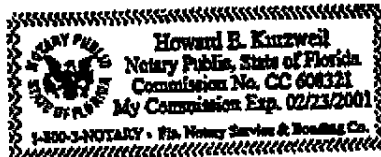
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STATE OF FLORIDA)
COUNTY OF MIAMI- DADE) SS:

The foregoing Articles of Incorporation were sworn to, subscribed and acknowledged before me this 30st day of April, 1998, ILENE TEMCHIN, Incorporator and Registered Agent, personally known to me.

Howard B. Kurzweil
Notary Public, State of Florida

My Commission Expires:



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ACCEPTANCE OF REGISTERED AGENT

Having been designated registered agent for ETIQUETTE DESIGNERS GROUP, INC., a corporation to be organized under the laws of the State of Florida, the undersigned hereby accepts such appointment and the obligations of that position and represents that the undersigned is familiar with the obligations of that position.

IN WITNESS WHEREOF, the undersigned has executed this Acceptance this 30 day of April, 1998.

Ilene Temchin
ILENE TEMCHIN, Registered Agent

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