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Date 5/11/98

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*****70.00 *****70.00

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

Re: Queen of Hearts, Inc.
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$70.00

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

Adrienne H. Flaum

Adrienne H. Flaum
(individual's name)

Queen of Hearts, Inc.
(name of corporation)

FILED
98 MAY 19 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Mailing address of corporation

18267 NE 4 Ct

N Miami Beach, FL 33162

Phone: (305) 655-3533

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ARTICLES OF INCORPORATION

of
Queen of Hearts, Inc

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Queen of Hearts, Inc

18267 NE 4 Ct
N Miami Bch, Fl 33162
This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE II - DURATION

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue five hundred shares (500) of one Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:

NAME	Adrienne H Flaum		
ADDRESS	18267 NE 4 Ct		
CITY	N miami Beach	FLORIDA	ZIP 33162

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	Adrienne H Flaum		
ADDRESS	18267 NE 4 Ct		
CITY	N Miami Beach	STATE FL	ZIP 33162
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

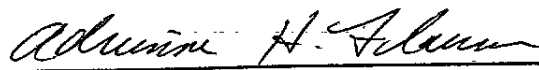
FILED
98 MAY 19 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - INCORPORATORS

The names and addresses of the person(s) signing these Articles of Incorporation are as follows:

NAME	Adrienne H Flaum		
ADDRESS	18267 NE 4 Ct		
CITY	STATE	ZIP	
	FL	33162	
NAME			
ADDRESS			
CITY	STATE	ZIP	
NAME			
ADDRESS			
CITY	STATE	ZIP	

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 11 day of May, 19 98.


 _____ (Seal)
 _____ (Seal)
 _____ (Seal)

STATE OF FLORIDA)
 COUNTY OF DADE) SS

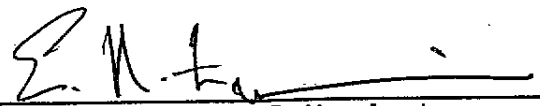
before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

Adrienne H Flaum

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that she executed these Articles of Incorporation.

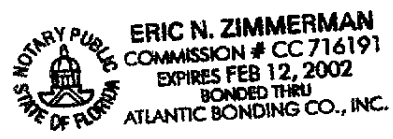
IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 13th day of May, 1998.

(Notary Seal)



 (Notary Public, State of Florida at Large)

My Commission expires:



CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

Queen of Hearts, Inc
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 18267 NE 4 Ct
N Miami Beach, FL 33162

has named Adrienne H Flaum
located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation
at the place designated in this certificate, I hereby accept to act in this capacity, and agree
to comply with the provisions of Florida Law in keeping open said office.

Adrienne H. Flaum
(registered agent)

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA