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NAME: 1-800--BROWNIE, INC.

AUDIT NUMBER.....H98000010547

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

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 5, 1998

EMPIRE

SUBJECT: 1-800-BROWNIE, INC.
REF: W98000012979

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ARTICLES OF INCORPORATION
OF
1-800-BROWNIE, INC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.
NAME

The name of this Corporation is 1-800-BROWNIE, Inc.

ARTICLE II.
PURPOSES

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE III.
STOCK

This Corporation is authorized to issue 1000 shares of common stock with a par value of \$.01 per share.

ARTICLE IV.
REGISTERED AGENT

The street address of the initial registered office of this Corporation is 6261 NW 6th Way, Suite 103, Fort Lauderdale, Florida and the name of the initial registered agent at that address is Kaye & Roger, P.A., Robert Kaye, President.

ARTICLE V.
DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time as provided by the By-Laws, but shall never be less than one. The name and address of the initial directors of this Corporation are:

Sheila Geller

10619 W. Atlantic Blvd.
#315
Coral Springs, FL 33071

Barbara Allen

10619 W. Atlantic Blvd.
#315
Coral Springs, FL 33071

Prepared by:

Robert L. Kaye, Esq.
Kaye & Roger, P.A.
6261 NW 6th Way #103
Fl. Laud., FL 33309
(954) 928-0680
FBN0.0694436

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**ARTICLE VI.
INCORPORATOR**

The name and address of the incorporator of this Corporation is Robert Kaye, Esq. at 6261 NW 6th Way, Suite 103, Fort Lauderdale, Florida, 33309.

**ARTICLE VII.
ADDRESS**

The principal office and mailing address of the Corporation is 10619 W. Atlantic Blvd., #315, Coral Springs, Florida, 33071.

**ARTICLE VIII.
INDEMNIFICATION**

This Corporation shall indemnify, defend, save and hold harmless and insure its officers and directors to the fullest extent permitted by law either now or as hereafter amended from time to time.

**ARTICLE IX.
PERPETUAL EXISTENCE**

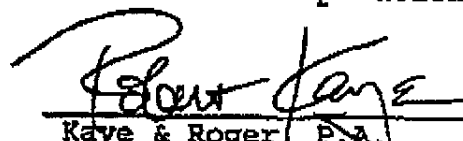
This Corporation shall have perpetual existence unless sooner dissolved as provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 5 day of June, 1998.


Robert Kaye, Esq., Incorporator

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.


Kaye & Roger, P.A.
Robert Kaye, President

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