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CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: ENDEARING IMPRESSIONS, INC.

AUDIT NUMBER.....H98000013689

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

CERT. OF STATUS..0

PAGES..... 5

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**ARTICLES OF INCORPORATION****OF****ENDEARING IMPRESSIONS, INC.**

The undersigned subscriber, for the purposes of forming a corporation under the laws of the State of Florida, adopt the following Articles of Incorporation:

**ARTICLE I****NAME**

The name of this corporation is: ENDEARING IMPRESSIONS, INC.

**ARTICLE II****NATURE OF BUSINESS**

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act, as amended.

**ARTICLE III****CAPITAL STOCK**

The maximum shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of common stock having a par value of Five (\$5.00) Dollars per share.

These Articles Prepared By:  
Bethony Brenman, Esq.  
FBN 434418  
12161 SW 132 Court  
Miami, Florida 33186  
(305) 255-0500

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**H98000013689****ARTICLE IV****INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is not less than Five Hundred (\$500.00) Dollars.

**ARTICLE V****TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI****INITIAL REGISTERED AGENT & OFFICE**

The Registered Agent of this corporation is C. SINCLAIR De R. and the initial registered office, which is the same office as that of the Registered Agent, is 2901 S. Miami Avenue, Miami, FL 33129. The principal office of the corporation is located at P.O. Box 143745, Coral Gables, FL 33114. The Management may from time to time move the principal office to any other address in Florida.

**ARTICLE VII****BOARD OF DIRECTORS**

This corporation shall have a minimum of one director and a maximum of three directors.

**ARTICLE VIII****INCORPORATOR**

The name and address of the subscriber and incorporator to these Articles of Incorporation is:

**H98000013689**

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C. SINCLAIR De R.

P.O. Box 143645  
Coral Gables, FL 33114

## ARTICLE IX

ELECTION BY A SMALL BUSINESS CORPORATION

This corporation reserves the right to elect to qualify as a "small business corporation" under Subchapter S of the Internal Revenue Code, Chapter 1362, for income tax purposes.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 22 day of July, 1998.

  
C. SINCLAIR De R, Incorporator

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

I HEREBY CERTIFY that on this 22 day of July, 1998, before me, a Notary Public, authorized in the State and County named above to take acknowledgments, personally appeared C. SINCLAIR De R, to me well known to be the person described as Incorporator, in and who executed the foregoing Articles of Incorporation, acknowledged before me that he subscribed to these Articles of Incorporation, and the facts therein are truly set forth.

WITNESS my hand and official seal at Miami, Miami-Dade County, Florida, the year and day aforesaid.

  
\_\_\_\_\_  
Signature of Notary Public

\_\_\_\_\_  
Printed Name of Notary Public

My commission expires:

Personally known/produced FL DL as identification  
Did/did not take oath

3 CONSUELO CORONADO  
Notary Public - State of Florida  
My Commission Expires Dec 19, 2000  
Commission # CC00018

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OF DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**


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In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST: That ENDEARING IMPRESSIONS, INC., desiring to organize or qualify under the laws of the State of Florida with its principal place of business being P.O. Box 143745, Coral Gables, FL 33114, has named C. SINCLAIR De R., as its agent to accept service of process within Florida at 2901 South Miami Avenue, Miami, FL 33129.

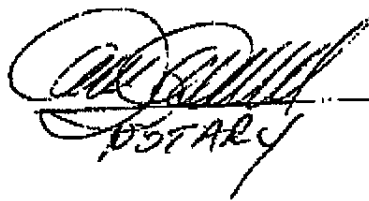
  
C. SINCLAIR De R., Incorporator

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
C. SINCLAIR De R., Registered Agent

DATED: JULY 22, 1998

H98000013689

  
NOTARY

CONSUELO CORONADO  
Notary Public - State of Florida  
My Commission Expires Dec 19, 2000  
Commission # CC437618