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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

EFFECTIVE DATE
11-15-98

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.

JUDITH ELLEN, INC.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

JUDITH ELLEN, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDAARTICLE I - NAME

The name of this corporation is Judith Ellen, Inc.

ARTICLE II - CORPORATE EXISTENCE

The existence of this corporation shall commence on the 15th day of November, 1998; provided that if such day be unauthorized under law, then on the earliest day allowable pursuant to Florida law for the commencement of corporate existence. The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

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 and the State of Florida. Additionally, the 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.

ARTICLE IV - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>NUMBER OF SHARES</u> <u>AUTHORIZED</u>	<u>PAR VALUE</u> <u>PER SHARE</u>	<u>CLASS OF</u> <u>STOCK</u>
500	\$1.00	Common

ARTICLE V - PRE-EMPTIVE 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 pro rata

Prepared by:
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21 SE 1st. Ave. #870
Miami, Fl 33131
(305) 358-0038

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 - PRINCIPAL OFFICE

The corporation's principal office shall initially be located at 1000 E. Island Boulevard, #1404, Miami, FL, 33160. The corporation's mailing address shall, initially, be located at the same address.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such address are as follows:

REGISTERED AGENT

Scott Rosen

**STREET ADDRESS OF
REGISTERED OFFICE**

21 Southeast First Ave.
Suite 870
Miami, FL 33131

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director 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. The initial directors of this corporation shall be as follows:

Adam Segan.

ARTICLE IX - INCORPORATOR

The names and addresses of the person signing these articles are:

NAME

Adam Segan

ADDRESS

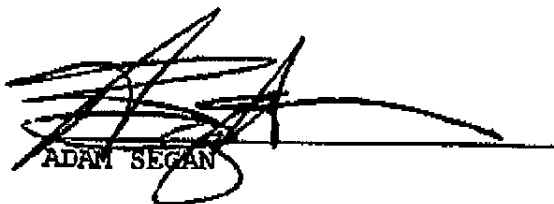
1000 E. Island Boulevard
#1404
Miami, FL 33160

ARTICLE X - INDEMNIFICATION

This corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

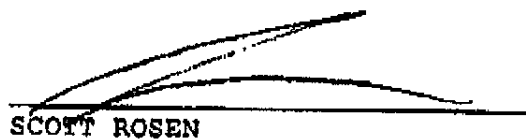
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 13TH day of NOVEMBER, 1998.

Incorporator and Initial Member
of Board of Directors:


ADAM SEGAN

ACCEPTANCE OF REGISTERED AGENT

I, the undersigned initial registered agent, am familiar with and accept the duties and responsibilities as registered agent for the corporation.


SCOTT ROSEN

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