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FLORIDA PROFIT CORPORATION OR P.A.

Nice Occasions Florida, Corporation

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 18, 1998

CORPORATE CREASTIONS INTERNATIONAL INC

SUBJECT: NICE OCCASIONS FLORIDA, CORPORATION
REF: W98000028363

* SAME OWNERS AS
NICE OCCASIONS, INC.

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Nice Occasions Florida, Corporation

Article II. Address

The mailing address of the Corporation is:
Nice Occasions Florida, Corporation
2800 S.W. 4th Avenue, Unit 9
Fort Lauderdale FL 33315

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Julia Eastwood
2800 S.W. 4th Avenue, Unit 9
Fort Lauderdale FL 33315

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Julia Eastwood
Greg Eastwood

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on December 18, 1998.

The undersigned incorporator executed these Articles of Incorporation on December 18, 1998.



CORPORATE CREATIONS INTERNATIONAL INC.
Greg K. Kuroda Vice President

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Nice Occasions Florida, Corporation

REGISTERED AGENT/OFFICE:

Julia Eastwood

2800 S.W. 4th Avenue, Unit 9

Fort Lauderdale FL 33315

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


JULIA EASTWOOD

by G.K. Kuroda as attorney-in-fact

Date: December 18, 1998.

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