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Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850) 922-4001

From: Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 541-3694  
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SECRETARY OF STATE  
KATHERINE HARRIS  
TALLAHASSEE, FLORIDA

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**FLORIDA PROFIT CORPORATION OR P.A.**

**SO BE SEXY, INC.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 1       |
| Page Count            | 06      |
| Estimated Charge      | \$78.75 |

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ARTICLES OF INCORPORATION

OF

SO BE SEXY, INC.

The undersigned, AUSTIN COHEN, acknowledges and files in the Office of the Secretary of State of the State of Florida, for the purpose of forming a corporation for profit, in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

I

NAME AND ADDRESS:

The name of this Corporation shall be:

SO BE SEXY, INC.

The principal office of the Corporation will be:

215 NE 187th Street  
N. Miami Beach, Florida 33160

II

BUSINESS:

The general nature of the business and businesses to be transacted are as follows:

To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida or the United States.

Without in any way limiting any of the objects and powers of the Corporation, it is expressly declared and provided that the Corporation, to carry on its business, or for the purpose of accomplishing any of the objects hereinabove mentioned shall have

IRA E. SHAPIRO, ESQUIRE  
FL BAR NO. 308943  
16375 NE 18 Ave., #225  
N. Miami Beach, FL 33162  
(305) 944-3936

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the power to make and perform contracts of any kind and description, to do any and all other acts and things, and to exercise any and all other powers, either as principal, agent or broker, conferred by the laws of the State of Florida upon corporations formed under the laws of said State and which now or hereafter may be authorized by law.

III

SHARES:

The authorized capital stock of this Corporation shall consist of: 1000 shares of common stock, \$1.00 par value.

IV

EXISTENCE:

The Corporation shall have perpetual existence.

V

REGISTERED OFFICE AND REGISTERED AGENT:

The initial street address of the Corporation's initial registered office is 16375 NE 18th Ave., Suite 225, N. Miami Beach, FL 33162. The initial Registered Agent for the Corporation is IRA R. SHAPIRO located at the initial registered office address of the Corporation.

VI

DIRECTORS:

The Corporation shall have not less than one Director, as provided by the By-Laws. Directors shall hold office for one year, or until their successors have been duly elected and qualified.

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FIRST BOARD:

The following shall constitute the first Board of Directors of the Corporation:

NAME  
AUSTIN COHEN

ADDRESS

215 NE 187th Street  
N. Miami Beach, FL 33160

RIVKA COHEN

215 NE 187th Street  
N. Miami Beach, FL 33160

VIII

INCORPORATOR:

The name and address of the initial Incorporator of the Corporation is as follows:

NAME  
AUSTIN COHEN

ADDRESS

215 NE 187th Street  
N. Miami Beach, FL 33160

IX

GENERAL PROVISIONS:

(a) The private property of the Stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

(b) Subject to the provisions and conditions of this Article, the Corporation shall have full power and lawful authority to accept property, labor and services in payment for shares of its Capital stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.

(c) A Director of the Corporation may transact business, borrow, lend, or otherwise deal or contract with the Corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

(d) The Corporation shall indemnify each Director and Officer of the Corporation against all or any portion of any expenses reasonably incurred by her in connection with or arising out of any action, suit or proceeding in which he may be

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involved, by reason of his being or having been an Officer or Director of the Corporation (whether or not he continues to be an Officer or Director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States.

SUBSCRIBED at Miami, Florida, this 31 day of March, 1999.

Austin Cohen  
AUSTIN COHEN

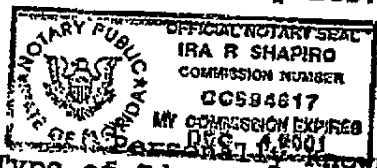
STATE OF FLORIDA

COUNTY OF MIAMI-DADE

)  
ss:  
)

The foregoing instrument was acknowledged, sworn to and subscribed before me by AUSTIN COHEN this 31 day of March, 1999.

My Commission Expires:



Ira R. Shapiro  
IRA R. SHAPIRO, NOTARY PUBLIC  
Commission/Serial Number (if any)

Type of Identification: OR Produced Identification Driver's License Other:                     

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED.

SO BE SEXY, INC.

In pursuance of Chapter 48.091, Florida Statutes, the  
following is submitted, in compliance with said Act:

First--That SO BE SEXY, INC. desiring to organize under the  
laws of the State of Florida with its principal office, as  
indicated in the Articles of Incorporation, at the City of Miami,  
County of Miami-Dade, State of Florida, has named IRA R. SHAPIRO,  
located at 16375 NE 18th Avenue., Suite 225, N. Miami Beach,  
Florida 33162, County of Miami-Dade, State of Florida, as its agent  
to accept service of process within this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above-  
stated Corporation, at place designated in this Certificate, I  
hereby accept to act in this capacity, and agree to comply with the  
provisions of said Act relative to keeping open said office.

BY:   
IRA R. SHAPIRO,  
Registered Agent

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