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July 2, 1999

VIA UPS

State of Florida  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

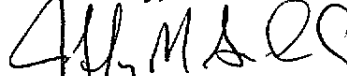
Re: JUSTINE KAY, INC.

Gentlemen:

In regard to the incorporation of the above referenced entity, attached please find the original Articles of Incorporation of same and our firm check in the amount of \$78.75, representing the incorporation fee. Please file same immediately as per the Articles, and return the State's certification of incorporation and a file stamped copy of the Articles in the attached, self-addressed envelope.

Thank you, and should you have any questions feel free to call me at (305) 347-5289.

Your truly,



Jeffrey M. Sniadanko  
Legal Assistant

Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
FOR  
JUSTINE KAY, INC.**

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation is Justine Kay, Inc.

**ARTICLE II  
ADDRESS OF PRINCIPAL OFFICE/  
MAILING ADDRESS OF CORPORATION**

The address of the principal office of the corporation, and the mailing address of the corporation is 81904 Overseas Highway, Islamorada, Florida 33036.

**ARTICLE III  
AUTHORIZED SHARES**

The aggregate number of shares which the corporation is authorized to issue is 1,000.

**ARTICLE IV  
STREET ADDRESS OF INITIAL REGISTERED  
OFFICE AND NAME OF INITIAL REGISTERED AGENT**

The street address of the initial registered office of the corporation is 200 South Biscayne Boulevard, Suite 1800, Miami, Florida 33131. The name of the initial registered agent is Patrick C. Barthet, Esquire.

**ARTICLE V  
NAME AND ADDRESS OF INCORPORATOR**

The name and address of the incorporator is Justine K. Philipson, 81904 Overseas Highway, Islamorada, Florida 33036.

**ARTICLE VI  
DURATION AND PURPOSE**

The duration of the corporation is perpetual and it is organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida.

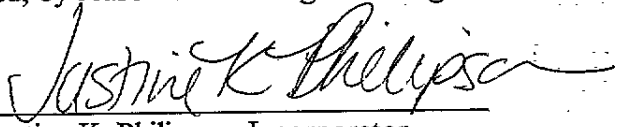
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**ARTICLE VII  
NAME OF DIRECTOR**

Justine K. Philipson, whose address is 81904 Overseas Highway, Islamorada, Florida shall serve as initial director.

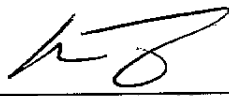
**ARTICLE VIII  
INDEMNIFICATION**

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expense incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation.

  
\_\_\_\_\_  
Justine K. Philipson, Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

Having been designated as the registered agent for the corporation at the place designated in the foregoing Articles of Incorporation, I declare that I am familiar with and accept the obligations of that position, and hereby accept same and agree to act in that capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

  
\_\_\_\_\_  
Patrick C. Barthet, Registered Agent

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