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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

TIGIRL, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

(6)

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ARTICLES OF INCORPORATION
OF
IT GIRL, INC.

ARTICLE I
CORPORATE NAME

The name of the Corporation shall be:
It Girl, Inc.

ARTICLE II
NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE III
CAPITAL STOCK

This Corporation is authorized to issue a maximum of One Thousand (1,000) shares of stock. The shares of stock authorized shall be common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

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ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Ilana Wernick
4101 Pinetree Drive, #1712
Miami Beach, Florida 33140

The Corporation's principal office shall be:

4101 Pinetree Drive, #1712
Miami Beach, Florida 33140

ARTICLE V
BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Board of Directors. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VI
INITIAL DIRECTORS

The names and post office addresses of the first Directors of the Corporation are:

NAME
Ilana Wernick

ADDRESS
4101 Pinetree Dr., #1712
Miami Beach, Florida 33140

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ARTICLE VII
INCORPORATOR


The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ilana Wernick	4101 Pinetree Drive, #1712 Miami Beach, Florida 33140
Judith Wernick	1 Hawthorne Lane Lawrence, New York 11559
Bennett Wernick	1 Hawthorne Lane Lawrence, New York 11559
Saretha Hornblass	1 Hawthorne Lane Lawrence, New York 11559

ARTICLES VIII
COMMENCEMENT DATE

Corporate existence will commence upon filing.

THE UNDERSIGNED Incorporator, for the purpose of forming a corporation to do business within the State of Florida, makes and files these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.

 (SEAL)
Ilana Wernick

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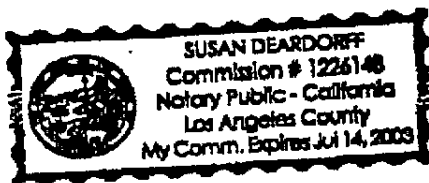
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STATE OF CALIFORNIA

SS.

COUNTY OF Los Angeles

I HEREBY CERTIFY that the foregoing Instrument was acknowledged before me this 14th day of July, 1999 by ILANA WERNICK who is personally known to me or who produced her drivers license as identification.



Susan Deardorff
NOTARY PUBLIC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The undersigned hereby accepts the foregoing designation as Initial Registered Agent and agrees to comply with the provisions of law applicable to said DESIGNATION.

Ilana Wernick
Ilana Wernick
Date 7/14/99

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