

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

Big Lips, Inc.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 23, 1999

NASON, YEAGER

SUBJECT: BIG LIPS, INC.
REF: W99000019426

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Division of Corporations - P.O. BOX 6827 -Tallahassee, Florida 32314

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**ARTICLES OF INCORPORATION
OF
BIG LIPS, INC.**

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this Corporation shall be:

BIG LIPS, INC.

ARTICLE II

ADDRESS

The mailing address of the Corporation is:

2295 Corporate Boulevard NW
Suite 131
Boca Raton, FL 33434

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 7,500 shares of Common Stock at \$.01 par value.

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Gary N. Gerson, Esq. (FL Bar No. 251771)
Nason, Yeager, Gerson, White & Lioce, P.A.
1645 Palm Beach Lakes Blvd., Suite 1200
West Palm Beach, FL 33418
Phone: (561) 686-3307

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ARTICLE IV**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation in the State of Florida shall be:

1645 Palm Beach Lakes Boulevard
Suite 1200
West Palm Beach, Florida 33401

The name of the initial registered agent of this Corporation at that address shall be:

Gary N. Gerson

ARTICLE V**BOARD OF DIRECTORS**

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of directors of the corporation shall be established and regulated by the Bylaws.

ARTICLE VI**INCORPORATOR**

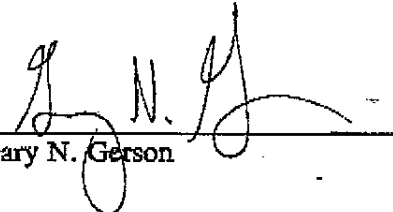
The name and street address of the incorporator signing these Articles of Incorporation are as follows:

<u>Name</u>	<u>Street Address</u>
Gary N. Gerson	1645 Palm Beach Lakes Boulevard Suite 1200 West Palm Beach, Florida 33401

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IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these
Articles of Incorporation at West Palm Beach, Florida, for the uses and purposes aforesaid, this
20th day of August, 1999.

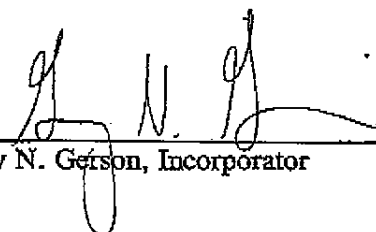

_____, Incorporator
Gary N. Gerson

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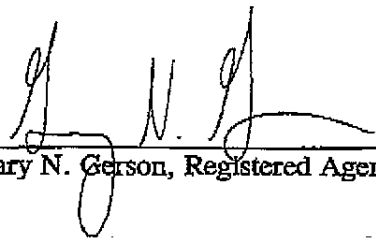
**DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT**

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, Big Lips, Inc., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 1645 Palm Beach Lakes Boulevard, Suite 1200, West Palm Beach, Florida 33401, has named Gary N. Gerson located thereat as its registered agent to accept service of process within this State.

By: 

Gary N. Gerson, Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby consent to and accept the appointment to act in this capacity, acknowledge that I am familiar with and accept the obligations of a registered agent and agree to comply with the laws of Florida applicable thereto.

By: 

Gary N. Gerson, Registered Agent

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