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PAUL RAMPPELL

ATTORNEY

125 WORTH AVENUE

SUITE 202

PALM BEACH, FLORIDA 33480-4466

(561) 833-1116

FAX (561) 659-0105

EMAIL: PRampell@aol.com

August 26, 1999

State of Florida
Secretary of State
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

500002973685--2
-08/30/99--01097--012
*****87.50 *****87.50

Re: Articles of Incorporation;
Exhale Productions, Inc.

Dear Sir or Madam:

Enclosed please find an executed original and one copy of the Articles of Incorporation of Exhale Productions, Inc. Please file the original pursuant to Section 607.164 of the Florida Statutes and certify and return the copy to me.

Enclosed is a check payable to the Secretary of State in the amount of \$131.25 in payment of the following fees:

1. \$70.00 filing fee (which includes filing Certificate of Designation and Acceptance of Resident Agent); and
2. \$17.50 for two (2) certified copies of certificate.

If you have any questions or comments, please call me.

Very truly yours,


Paul Rampell

Enclosures

cc: Exhale Productions, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG 30 PM 2:39

8/31/99

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
EXHALE PRODUCTIONS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG 30 PM 2:39

The undersigned, acting as incorporator of a corporation under the Florida Statutes, adopts the following Articles of Incorporation:

First: The name of the corporation is:

EXHALE PRODUCTIONS, INC.

Second: The principal office of the corporation is:

**2478 Kentucky Street
West Palm Beach, FL 33406**

The mailing address of the corporation is:

**2478 Kentucky Street
West Palm Beach, FL 33406**

Third: The period of its duration is perpetual unless sooner dissolved.

Fourth: The general purpose or purposes for which the corporation is organized are to engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida Statutes.

Fifth: The Board of Directors of the corporation shall consist of such number as the shareholders may select at each annual meeting of shareholders.

Sixth: The aggregate number of shares which the corporation shall have authority to issue is 1000 shares, and the par value of each such share is One Dollar (\$1.00). All such shares are of one class and are designated as common stock.

Seventh: The street address of the initial registered office of the corporation is 2478 Kentucky Street, West Palm Beach, FL 33406 and the name of the initial registered agent at such address is Anthony Garcia.

Eighth: The initial Board of Directors of the corporation shall consist of two persons. The names and address of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Anthony Garcia
Patricia Garcia
2478 Kentucky Street
West Palm Beach, FL 33406

Ninth: The name and address of the incorporator is:

Anthony Garcia
2478 Kentucky Street
West Palm Beach, FL 33406

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Anthony Garcia
Anthony Garcia, Incorporator

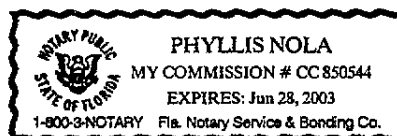
Anthony Garcia having been designated to act as Registered Agent, hereby agrees to act in this capacity.

Anthony Garcia
Anthony Garcia, Registered Agent

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 26 day of August, 1999, by Anthony Garcia, who is personally known to me.

Phyllis Nola
Signature of Notary Public



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Anthony Garcia, Incorporator

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Anthony Garcia
Anthony Garcia, Registered Agent

STATE OF FLORIDA
COUNTY OF PALM BEACH

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Phyllis Nola
Signature of Notary Public

