

Law Offices of  
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Attorney at Law

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Sarasota, Florida 34239

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September 7, 1999

VIA OVERNIGHT DELIVERY

7000002980907--9

Florida Division of Corporations  
Department of State  
409 E. Gaines Street  
Tallahassee, Florida 32399

-09/08/99--01063--001

\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: CELEBRITY BRANDS CORPORATION

Dear Sir/Madam:

I have enclosed for your review and filing the original and one (1) copy of the Articles of Incorporation for CELEBRITY BRANDS CORPORATION, and a check in the amount of \$70.00 payable to The Florida Department of State for the following:

Filing Fee for Articles of Incorporation, F.S.	\$35.00
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Filing Fee for Resident Agent F.S.	\$35.00
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TOTAL:	\$70.00
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Please return a copy of the Certificate of Incorporation to this office.

Thank you for your prompt attention to and cooperation in this matter.

Very truly yours,

By:

Stephen F. Voigt, Esq.

SFV/mz  
Enclosures

FILED  
99 SEP -8 AM 9:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
99 SEP -8 AM 9:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
CELEBRITY BRANDS CORPORATION

FILED  
99 SEP -8 AM 9:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is CELEBRITY BRANDS CORPORATION

ARTICLE II - TERM

This corporation shall commence to exist on the time of the filing of these Articles of Incorporation by the Department of State of the State of Florida, and shall exist perpetually or until legally dissolved.

ARTICLE III - PURPOSE

This is a corporation for the purpose of conducting any or all lawful business, and doing all acts and things as are incidental to the foregoing or necessary or convenient to carry on the business of the corporation or to effect or promote the purpose for which the corporation is formed.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue SEVEN HUNDRED FIFTY (750) SHARES of ONE DOLLAR (\$1.00) PAR VALUE per share common stock.

ARTICLE V - PRINCIPAL OFFICE

The street address of the principal office of this corporation is 7801 SOUTH GATOR CREEK BLVD., SARASOTA, FL 34241

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address and the initial registered agent of office of the registered agent of this corporation is STEPHEN F. VOIGT, P.A. and that address is 2414 BEE RIDGE ROAD, SARASOTA, FLORIDA 34239.

ARTICLE VII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be executed by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation. This corporation shall have no directors.

ONE HUNDRED PERCENT (100%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

ARTICLE VIII - INCORPORATOR

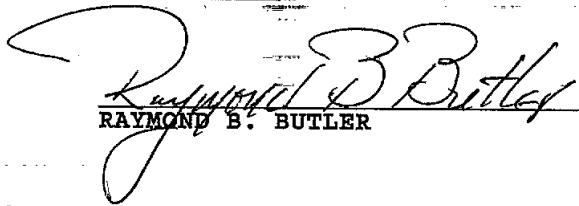
The name and address of the person signing these Articles is:

RAYMOND B. BUTLER  
7801 SOUTH GATOR CREEK BLVD.  
SARASOTA, FL 34241

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereof, and any right conferred upon the shareholders is subject to this reservation.

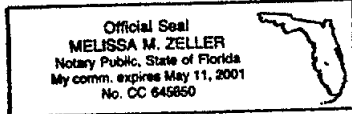
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 7th day of September, 1999.

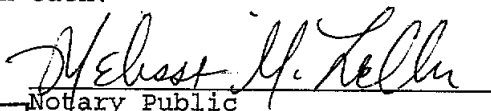
  
RAYMOND B. BUTLER

STATE OF FLORIDA     )  
                              ) SS.  
COUNTY OF SARASOTA )

The foregoing instrument was acknowledged before me this 7th day of September, 1999 by RAYMOND B. BUTLER, who is personally known to me or who has produced a Driver's License as identification and who did take an oath.

MY COMMISSION EXPIRES:



  
Notary Public

Print Name

CONSENT OF REGISTERED AGENT

Having been named as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.

STEPHEN F. VOIGT, P.A.

BY: 

Stephen F. Voigt, Esq.

FILED  
99 SEP -8 AM 9:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA