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EMPIRE CORP

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Division of Corporations

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**EFFECTIVE DATE**  
9-22-99

Florida Department of State  
Division of Corporations  
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Account Name : EMPIRE CORPORATE KIT COMPANY  
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**FLORIDA PROFTT CORPORATION OR P.A.**

get gaga, inc.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

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## ARTICLES OF INCORPORATION

EFFECTIVE DATE

9-22-99

OF

GET GAGA, INC.

WE, the undersigned incorporators of this corporation under 607, Fla. Stat., as amended, do hereby associate ourselves to form a corporation and adopt the following Articles of Incorporation.

ARTICLE I  
NAME

The name of this corporation is Get Gaga, INC.

ARTICLE II  
PURPOSE AND NATURE OF BUSINESS

The purpose of this corporation and general nature of the business to be conducted are as follows:

A. To engage in any business, activity or endeavor which is lawful under the laws of the State of Florida.

ARTICLE III  
DURATION OF CORPORATION

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE IV  
CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock, each having One (\$1.00) Dollar par value. All common shares shall be identical with each other in every respect and the holders of the common shares shall be entitled to one vote for each share on all matters on which shareholder have a right to vote. Each share of common stock that is held by the corporation as

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Treasury Stock shall be owned by Stephanie Smith and Gary Davidson in a percentage to be calculated based upon their percentage ownership in the remaining outstanding common shares. Said Treasury stock, will not grant additional voting rights, until such time as said shares are transferred or sold to an individual or entity. The sale of any shares of common stock shall be restricted and dependant on approval by a majority vote of all outstanding shares.

**ARTICLE V****INITIAL CAPITAL CONTRIBUTION**

The amount of capital stock with which this corporation shall begin business with shall not be less than Five Hundred (\$500.00) Dollars.

**ARTICLE VI  
SUBSCRIBERS**

The name and address of each subscriber of these Articles of Incorporation and the number of shares each has elected to take are as follows:

<u>SUBSCRIBER</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
1) Stephanie Smith	2115 NE 37 <sup>th</sup> Dr #131 Ft. Lauderdale, Fl 33308	55
2) Gary Davidson	1522 Adams St Hollywood, Fl 33020	30

**ARTICLE VII  
DIRECTORS**

The initial number of directors of this corporation shall be two (2). The number of directors may either be increased or decreased from time to time by vote of the stockholders in conformity with the By-Laws of the corporation, but shall never be less than one (1).

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**ARTICLE VIII  
INITIAL BOARD OF DIRECTORS**

The name and address of the members of the initial Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and the Corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence or until their successors are elected and qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
1) Stephanie Smith, President	2115 NE 37 <sup>th</sup> Dr #131 Ft. Lauderdale, FL 33308
2) Gary Davidson, Vice President	1522 Adams St Hollywood, FL 33020

**ARTICLE IX  
VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

**ARTICLE X  
PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE XI  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial principal office of this corporation is 100 North Biscayne Boulevard, Suite 1110, New World Tower, Miami, Florida 33132-2301, and the name of the initial Registered Agent of this corporation at that address is MARC R SILVERSTEIN.

**ARTICLE XII  
INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

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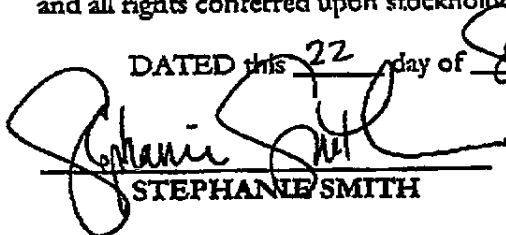
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**ARTICLE XIII  
ADDITIONAL RIGHTS AND POWERS**

The corporation shall have the further right and power to:

- A. From time to time determine whether and to what extent and at what times and places, and under what conditions and regulations, the accounts and books of this corporation (other than the stock book) or any of them shall be open to inspection of stockholders; and no stockholder shall have any right of inspecting any account book or document of this corporation except as conferred by statute, unless authorized by a resolution of the stockholders or Board of Directors.
- B. The corporation may, in its By-Laws, confer powers upon its Board of Directors or officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.
- C. Both stockholders and directors shall have power, if the By-Laws so provide, to hold their respective meetings, and to have one or more offices within or without the State of Florida, and to keep the books of this corporation (subject to the provisions of the statutes of the State of Florida) outside the State of Florida, at such places as may from time to time be designated by the Board of Directors.
- D. The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

DATED this 22 day of September, 1999.

  
STEPHANIE SMITH

  
GARY DAVIDSON

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STATE OF FLORIDA )

COUNTY OF DADE )

ss:

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BEFORE ME, the undersigned authority, personally appeared STEPHANIE SMITH, to me known to be the persons described in and who executed the foregoing Certificate of Incorporation, and who acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth.

SWORN TO AND SUBSCRIBED before me in the County and State last aforesaid on Sept 22, 1999.

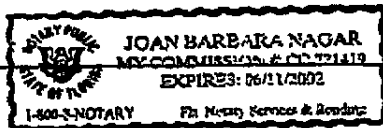
Joan Barbara Nagar Notary  
Public, State of Florida at Large

Printed Name of Notary:

Joan Barbara Nagar

Commission No.: \_\_\_\_\_

My Commission Expires:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH 48.091, FLA. STAT., THE FOLLOWING IS SUBMITTED:

FIRST, that Get Gaga, INC., desiring to organize or qualify under the laws of the State of Florida with its principal place of business in the City of Miami, State of Florida, has named MARC R. SILVERSTEIN, located at 100 North Biscayne Boulevard, Suite 1110, New World Tower, Miami, Florida 33132-2301, as its agent to accept service of process within Florida.

Signature: [Signature]  
STEPHANIE SMITH, President

Signature: [Signature]  
GARY DAVIDSON, Vice President

Date: September 22, 1999

Date: SEPTEMBER 22, 1999

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature: [Signature]  
MARC R. SILVERSTEIN  
Registered Agent

Date: 9/23/99

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