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FLORIDA PROFIT CORPORATION OR P.A.

CelebrityStores.com, Inc.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
CelebrityStores.com, Inc.**

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be: CelebrityStores.com, Inc.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 1515 S. Federal Highway, Suite 121, Boca Raton, FL 33432.

**ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

BRIAN A. PEARLMAN, Esq. FLA. BAR #0157023
Atlas, Pearlman, Trop & Berkson, P.A.
200 East Las Olas Boulevard, Suite 1900
Fort Lauderdale, Florida 33301
Phone No.: (954) 763-1200

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**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 90,000,000 shares of common stock, par value \$.001 per share and 10,000,000 shares of preferred stock, par value \$.001 per share. Series of the preferred stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of preferred stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

**ARTICLE V
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be Leonard Saffir, 1515 S. Federal Highway, Suite 121, Boca Raton, FL 33432.

**ARTICLE VII
BOARD OF DIRECTORS**

This Corporation shall have three (3) Directors initially.

**ARTICLE VIII
INITIAL DIRECTORS**

The names and addresses of the initial Directors of this Corporation are:

Leonard Saffir
1515 S. Federal Highway, Suite 121
Boca Raton, FL 33432

Bradley Sellick
1515 S. Federal Highway, Suite 121
Boca Raton, FL 33432

Herbert P. Goertz
1515 S. Federal Highway, Suite 121
Boca Raton, FL 33432

The persons named as initial Directors shall hold office for the first year of existence of this Corporation, or until their successors are elected or appointed and have qualified, whichever occurs first.

**ARTICLE IX
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as the Incorporator is Leonard Saffir whose address is 1515 S. Federal Highway, Suite 121, Boca Raton, FL 33432.

**ARTICLE X
INDEMNIFICATION**

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

**ARTICLE XI
AFFILIATED TRANSACTIONS**

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

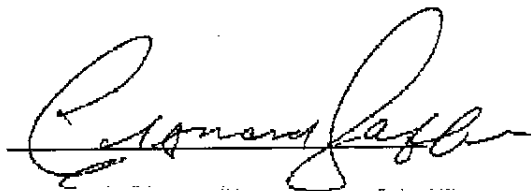
**ARTICLE XII
CONTROL SHARE ACQUISITIONS**

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

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IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing
Articles of Incorporation on the 28th day of September, 1999.

Leonard Saffir, Incorporator

A handwritten signature in cursive script, appearing to read "Leonard Saffir", written over a horizontal line.

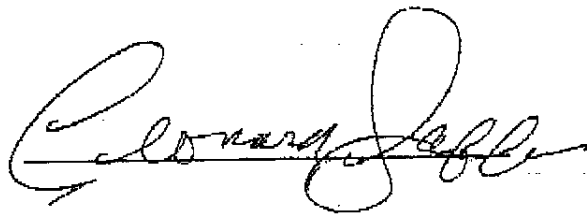
**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

CelebrityStores.com, Inc., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 1515 S. Federal Highway, Suite 121, Boca Raton, FL 33432, has named Leonard Saffir whose address is 1515 S. Federal Highway, Suite 121, Boca Raton, FL 33432, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

Leonard Saffir



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