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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. MARLYNNIA, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
99 NOV 12 AM 11:46
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
99 NOV 12 PM 4:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. Rolfe NOV 12 1999

Examiner's Initials

ARTICLES OF INCORPORATION

**OF
MARLYNNIA, INC.**

FILED
99 NOV 12 PM 4:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MARLYNNIA, INC.

The address of the principal office of this corporation shall be 8022 Fischer Island Drive, Miami Beach, Florida 33109-1048, and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$10.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 1865 Brickell Avenue, #A-207, Miami, Florida 33129, and the name of the initial registered agent of the corporation at the address is Leslie Alan Schere, Esq.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and street address of the initial member of the Board of Directors is:

Lynniah Cohen 8022 Fisher Island Drive
Director Miami Beach, Florida 33109

ARTICLE VII. OFFICERS

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until her successors is elected or appointed is:

Lynniah Cohen 8022 Fisher Island Drive
President/ Miami Beach, Florida 33109
Secretary

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these
Articles of Incorporation is:

Leslie Alan Schere, Esq.
1865 Brickell Avenue, Suite A-207
Miami Beach, Florida 33129

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal, on the 10 day of November 1999.

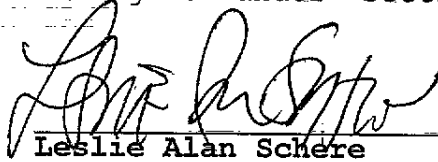
ember 1999.



Leslie Alan Schere

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Leslie Alan Schere, Esq. having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


Leslie Alan Schere

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA