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December 10, 1999
Via Federal Express

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*****87.50 *****87.50

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32314

Re: *Martha's Sites, Inc.*

Gentlepersons:

Enclosed please find Articles of Incorporation, in duplicate, for Martha's Sites, Inc.

Please file same forthwith and forward a certified copy and your Certificate of Incorporation to the undersigned in the pre-paid Federal Express envelope enclosed herewith.

Our check in the sum of \$87.50 payable to your order for the filing fee, certified copy and certificate of status is enclosed.

Thank you very much for your prompt attention to the foregoing.

Sincerely yours,

Michael A. Shapiro
MICHAEL A. SHAPIRO

Enclosures

cc: Martha Malka

.../hrs/FLDEPOFS.12.10.99

FILED
99 DEC 13 PM 4:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MARTHA'S SITES, INC.

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99 DEC 13 PM 4:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is **MARTHA'S SITES, INC.** and its principal office address is: **3001 Biscayne Boulevard, Miami, Florida 33137.**

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$10.00 par value common stock, which shall be designated as "Common Shares." All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE IV - 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 V - TERM

This corporation shall commence its existence on the date of incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI - INCORPORATOR

The name and address of the initial incorporator and subscriber hereto is as follows:

MARTHA MALKA, 3001 Biscayne Boulevard, Miami, Florida 33137

ARTICLE VII - BOARD OF DIRECTORS

There shall be at least one (1) member of the Board of Directors of the corporation. The name(s) and address(es) of the party(ies) who is/which are to serve as director(s) until the next election are as follows:

MARTHA MALKA, 3001 Biscayne Boulevard, Miami, Florida 33137

The Board of Directors shall serve for a term of one (1) year, and shall be responsible for electing the officers of the corporation. The officers of the corporation shall consist of a President and a Secretary, and such other offices as the Board of Directors may from time to time determine is appropriate in order to carry out the activities of the corporation.

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and name of the initial registered agent of this corporation is: MARTHA MALKA, 3001 Biscayne Boulevard, Miami, Florida 33137.


ARTICLE IX - OFFICERS

The duties of the officers of the corporation shall be fixed in the By-Laws. Officers shall be elected annually. Officers of the corporation until the next election are as follows:

MARTHA MALKA-President

MARTHA MALKA-President

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10th day of December, 1999.


MARTHA MALKA, Incorporator

STATE OF FLORIDA }
 } ss:
COUNTY OF MIAMI-DADE }

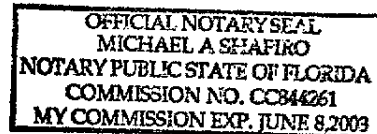
BEFORE ME, the undersigned authority, appeared **MARTHA MALKA**, who after being duly sworn and cautioned, stated she read the foregoing Articles of Incorporation, that she executed same in the capacity set forth therein, that the facts and statements contained therein are true and correct, and she executed same for the purposes therein expressed.

SWORN TO AND SUBSCRIBED this 10th day of December, 1999, in the City of Miami, said County and State.

Michael A. Shapiro
NOTARY PUBLIC - STATE OF FLORIDA

Print Name if Not Stamped Below:

Affix Commission Expiration Number, Seal, Date and/or Stamp:



ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named to accept service of process for the above-stated corporation, at the place designated herein, 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, to wit: Section 607.034 and 607.037 of the Florida Statutes.

Martha Malka
MARTHA MALKA, REGISTERED AGENT

DATED: December 10, 1999

...corpe\ART-INC.FOR.MARTHA'SSITES

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA