

TRANSMITTED LETTER
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Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-01/31/00--01115--012
*****78.75 *****78.75

SUBJECT: DI-MARIANNA FINE LINGERIE, INC
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a MO for: \$78.75

FROM: AREK MAJUS
Name (printed or typed)

4699 N FEDERAL HWY
Address

POMPANO BEACH FL 33064
City, State & Zip

954 783 3663
Daytime Telephone number

FILED
00 JAN 31 AM 10 51
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

NOTE: Please, provide the original and one copy of the articles.

T. SMITH FEB -4 2000

ARTICLES OF INCORPORATION
OF
DI-MARIANNA FINE LINGERIE, INC

The undersigned incorporator, for the purpose of forming a Corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the Corporation shall be DI-MARIANNA FINE LINGERIE, INC

ARTICLE II PRINCIPAL OFFICE

The principal office of the Corporation in the State of Florida shall be located in:

818 SE 9th St
Deerfield Beach, FL 33064

County of Broward. The Corporation may have such other offices, either within or without the State of Florida as the Board of Directors may designate or as the business of the Corporation may require from time to time.

ARTICLE III SHARES

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is: One Thousand (1000) shares of common stock with a par value of One Dollar (\$1.00).

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Mr. David Pinto
818 SE 9th St
Deerfield Beach, FL 33064

FILED
00 JAN 31 AM 9:51
CLERK OF DISTRICT COURT
JAN 31 2000
DI-MARIANNA FINE LINGERIE, INC

ARTICLE V INCORPORATOR

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

Mr. David Pinto
818 SE 9th St
Deerfield Beach, FL 33064

ARTICLE VI OTHER PROVISIONS

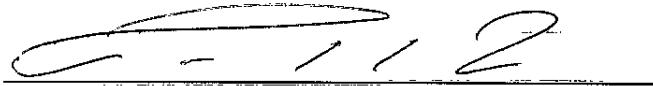
Liability of Directors. Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

The undersigned incorporator has executed these Articles of Incorporation this Monday, January 17, 2000



David Pinto

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501 FLORIDA STATUTES, THE UNDERSIGNED CORPORATION. ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA. SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is Di-Marianna Fine Lingerie, Inc
2. The name and address of the registered agent and office is:

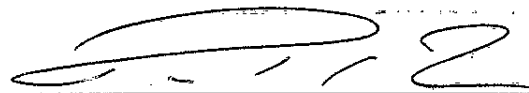
David Pinto
(Name)

808 SE 9th St
(P.O. Box not acceptable)

Deerfield Beach, FL 33441
(City/state/Zip)

FILED
00 JAN 31 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Signature)

01/16/2000

Date

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL