



SAMUEL S. SOROTA
Attorney at Law

FILED

00 FEB -8 AM 9:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 4, 2000

Secretary of State
DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE

2-4-00

Re: In-Transit Novelties, Inc.

Dear Sir/Madam:

Enclosed herewith are original Articles of Incorporation for the above-referenced corporation, together with my check, No. 1206, for the sum of \$78.75, covering your filing fee and one certified copy. I have provided a self-addressed stamped envelope for your convenience.

Should you have any questions regarding the foregoing, please contact the undersigned.

Very truly yours,

SAMUEL S. SOROTA
Attorney-At-Law

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*****78.75 *****78.75

D. BROWN FEB 15 2000

ARTICLES OF INCORPORATION
OF
IN-TRANSIT NOVELTIES, INC.

EFFECTIVE DATE
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the Corporation is: IN-TRANSIT NOVELTIES, INC.

ARTICLE II

This Corporation shall exist in perpetuity commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV.

This Corporation is authorized to issue 7500 shares at \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V.

SECTION I

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation, the assets of the Corporation shall be payable to and distributed ratable among the holders of record of the Common Shares.

SECTION II

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 VI

The street address of the initial principal office of this Corporation is:

251 Landings Boulevard
Weston, FL 33327

and the name of the initial registered agent of this Corporation and his address is:

SAMUEL S. SOROTA
801 N.E. 167th Street
Suite 308
North Miami Beach, FL 33162

ARTICLE VII

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

ARTICLE VIII

The name and address of the entity signing these Articles of Incorporation is:

TERI WANGER
251 Landings Boulevard
Weston, FL 33327

ARTICLE IX

AMENDMENT

This corporation reserves the right and power to amend, adopt, alter, or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X.

Special meetings of shareholders may be called by any shareholder owning at least Fifty (50%) percent of the shares entitled to vote.

ARTICLE XI.

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XII.

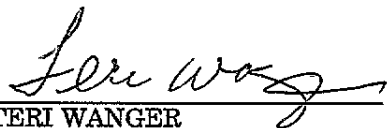
At each such election for Directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at the time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII.

PURPOSE

To carry on and conduct in all its branches and departments, as principal or agent, for general purposes, all business incidental or in any way connected therewith.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 4th day of February, 2000.

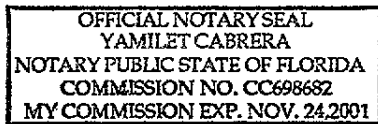

TERI WANGER

I HEREBY CERTIFY that before me, the undersigned authority, personally appeared, TERI WANGER, personally known to me, who did take an oath and that she executed the foregoing ARTICLES OF INCORPORATION for the purposes expressed therein.

ACKNOWLEDGED BEFORE ME AND IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 4th day of February, 2000.

My Commission Expires:


NOTARY PUBLIC, State of Florida



**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 SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

FIRST THAT IN-TRANSIT NOVELTIES, INC. IS DESIRING TO ORGANIZE UNDER THE
LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT:

251 Landings Boulevard
Weston, FL 33327

AND HAS NAMED:

SAMUEL S. SOROTA

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

IN-TRANSIT NOVELTIES, INC.

BY:

Teri Wanger
TERI WANGER

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.

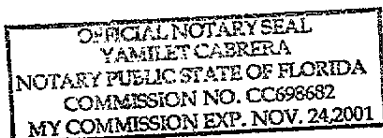
BY:

Samuel S. Sorota
SAMUEL S. SOROTA

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

SWORN TO AND SUBSCRIBED before me, this 2/12 day of February, 2000.

My Commission Expires:



Yamilet Cabrera
NOTARY PUBLIC, State of Florida