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ADORNO & ZEDER
A PROFESSIONAL ASSOCIATION

2601 SOUTH BAYSHORE DRIVE
SUITE 1600
MIAMI, FLORIDA 33133
TELEPHONE (305) 858-5555
FACSIMILE (305) 858-4777
www.adorno.com

LAWRENCE M. SCHANTZ

WRITER'S DIRECT NO.:

February 11, 2000

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-02/18/00--01090--017
****122.50 *****78.75

DEPARTMENT OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Designing Friends, Inc.

Gentlemen:

Enclosed are duplicate executed copies of the Articles of Incorporation of the above-referenced corporation. Also enclosed is our check in the amount of \$122.50 to cover the filing fee of \$35.00, a certified copy of the Articles fee of \$52.50 and the Registered Agent and Designation fee of \$35.00.

Please expedite the filing of these Articles and return a certified copy to the undersigned indicating the filing thereof in the enclosed self-addressed, stamped envelope.

Very truly yours,

ADORNO & ZEDER


LAWRENCE M. SCHANTZ

LMS/jbb
Enclosures:

FILED
00 FEB 18 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

- OF -

DESIGNING FRIENDS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is **DESIGNING FRIENDS, INC.**

ARTICLE II - DURATION

This corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the State of Florida and the United States of America.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated "Common Shares."

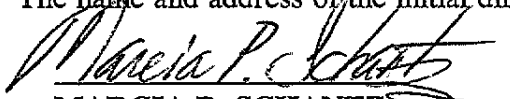
ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office for service of process and the business mailing address of this corporation is 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133, and the name of the initial registered agent of this corporation at that address is LAWRENCE M. SCHANTZ, ESQ.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

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

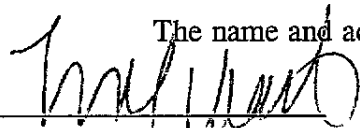
(1). The name and address of the initial director of this corporation is:


MARCIA P. SCHANTZ

1900 Sunset Harbour Drive
Apartment 1502
Miami Beach, FL 33139

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:


LAWRENCE M. SCHANTZ

2601 South Bayshore Drive
Suite 1600
Miami, FL 33133

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE IX - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 11th day of February, 2000.

February, 2000.



LAWRENCE M. SCHANTZ

STATE OF FLORIDA)
 :SS.:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared **LAWRENCE M. SCHANTZ**, to me known to be the individual described in and who executed the foregoing Articles of Incorporation as subscriber thereto, who is personally known to me ~~or who has provided me with _____~~ as identification, and who ~~did~~/did not take an oath.

WITNESS my hand and official seal this 11th day of February, 2000.

Armando B. Perez, NOTARY PUBLIC,
State of Florida at Large
My Commission Expires:

Alfredo G Hernandez
My Commission CC779298
September 29, 2002

DESIGNATION OF REGISTERED AGENT

Certificate Designating Place of Business for the Service of Process
Within this State, Naming Agent Upon Whom Process May Be Served.

(Attached to the Articles of Incorporation of

DESIGNING FRIENDS, INC.

and Made a Part Thereof)

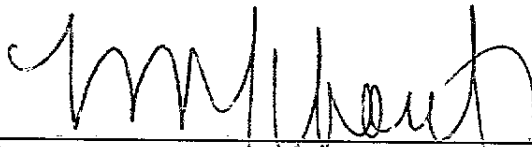
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00 FEB 18 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapters 48.091 and 607.034, Florida Statutes, the following is submitted in compliance with said Acts and made a part of the Articles of Incorporation of said corporation to which this document is attached:

THAT, DESIGNING FRIENDS, INC., desiring to organize as a corporation under the laws of the State of Florida, with its registered office as indicated in its Articles of Incorporation in the City of Miami, County of Dade, State of Florida, has named **LAWRENCE M. SCHANTZ, ESQ.** as its Registered Agent to accept service of process within this State.

ACCEPTANCE

THAT, I agree as Registered Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.



LAWRENCE M. SCHANTZ, ESQ.
Registered Agent