

P0000056073

Laura de Oña, P.A.
ATTORNEYS AT LAW

Laura de Oña, Esq.

75 Valencia Avenue
Fourth Floor
Coral Gables, FL 33134
(305) 446-0640
Telecopier: (305) 446-2570

May 31, 2000

SENT VIA FEDERAL EXPRESS

Secretary of State
State of Florida
Division of Corporations
409 East Gaines St.
Tallahassee, FL 32399

200003273142--2
-06/01/00-01030-009
****122.50 *****78.75

Re: DRESSYOURPHONE.COM, INC.

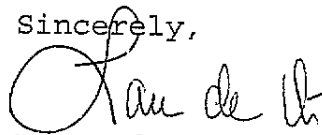
Dear Sir/Madame:

I am enclosing herewith an original and a copy of the Articles of Incorporation for the above-referenced corporation.

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Sincerely,



Laura de Oña, Esq.

LdO/maw

enc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JUN -1 AM 9:14

FILED

T. Burch JUN 12 2000

FILED

ARTICLES OF INCORPORATION
OF
DRESSYOURPHONE.COM, INC.

00 JUN -1 AM 9:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation shall be DRESSYOURPHONE.COM, INC.

ARTICLE II

TERM

This corporation is to exist perpetually.

ARTICLE III

PURPOSE

The purpose is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to issue and have outstanding is 10,000 shares of common stock with a par value of \$1.00 per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall have preemptive rights to subscribe to the corporation's securities.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the State of Florida is 4653 N.W. 94th Place, Miami, Florida 33178 and the name of the initial registered agent of this corporation at that address is Pascale Van Clemmput.

Laura de Oña, P.A.

ATTORNEYS AT LAW • 75 Valencia Avenue • Fourth Floor • Coral Gables, FL 33134
TELEPHONE (305) 446-0640 • TELECOPIER (305) 446-2570 • E-MAIL laurao@accesspro.net

ARTICLE VI

PRINCIPAL OFFICE

The initial principal place of business and mailing address of this corporation is 4653 N.W. 94th Place, Miami, FL 33178.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the by-laws of the corporation.

The name and street address of the initial director is as follows:

Pascale Van Cleemput
Title: President, Secretary and
Treasurer
4653 N.W. 94th Place
Miami, FL 33178

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator subscribing to these Articles of Incorporation is: Pascale Van Cleemput, 4653 N.W. 94th Place, Miami, Florida 33178.

ARTICLE IX

BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the board of directors and the shareholders.

ARTICLE X

INDEMNIFICATION

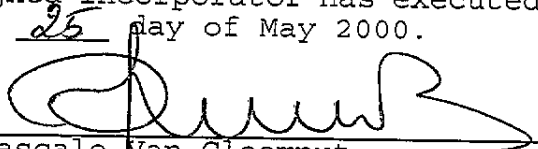
The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who, at the request of the corporation, is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE XI

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 25 day of May 2000.


Pascale Van Cleemput

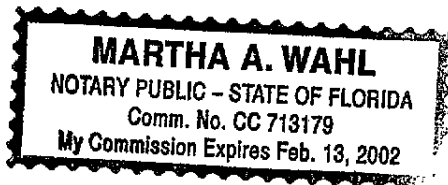
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Pascale Van Cleemput, known to me and by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 25th day of May 2000.

My Commission Expires:


NOTARY PUBLIC, STATE OF FLORIDA



CERTIFICATE OF REGISTERED AGENT
OF
DRESSYOURPHONE.COM, INC.

Pursuant to Sections 48.091 and 607.0501 of the Florida Statutes, the following is submitted in compliance therewith:

That **DRESSYOURPHONE.COM, INC.**, desiring to organize under the laws of the State of Florida with its principal office in Miami, Florida, has named Pascale Van Cleemput, 4653 N.W. 94th Place, Miami, Florida 33178, County of Dade, agent to accept service of process within the State.

A C K N O W L E D G M E N T

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.

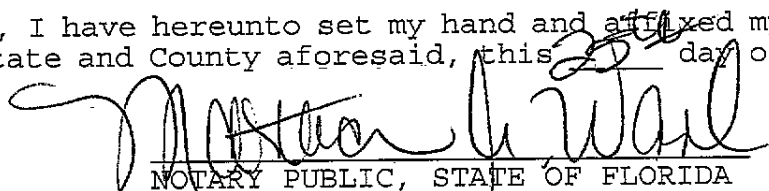
Dated this 25 day of May 2000.

By: 
Pascale Van Cleemput

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **Pascale Van Cleemput**, known to me and by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 25 day of May, 2000.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:
dyp.com\ART.CORP

