



THE UNITED STATES
CORPORATION
COMPANY

P00000071785

ACCOUNT NO. : 072100000032

REFERENCE : 776500 7211521

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 27 PM 1:51

ORDER DATE : July 26, 2000

ORDER TIME : 4:11 PM

ORDER NO. : 776500-005

CUSTOMER NO: 7211521

CUSTOMER: Mr. Fred D. Elmaleh
Mr. Fred D. Elmaleh

600003337706--4

Suite 261
1348 Washington Avenue
Miami, FL 33139

DOMESTIC FILING

NAME: INTIMO LINGERIE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133
EXAMINER'S INITIALS:

RECEIVED
00 JUL 27 AM 10:35
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
[Signature]

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JUL 27 PM 1:51

ARTICLES OF INCORPORATION

OF

INTIMO LINGERIE, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

INTIMO LINGERIE, INC.

The address of the principal office of this corporation shall be 1348 Washington Avenue, Suite 261, Miami, Florida 33139, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 20,000,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Jimmy Halioua	56 Theodore Place
Dir.	Thornhill Ontario Canada L4J 8E4

Fred Elmaleh	1 Painted Rock Avenue
Dir.	Richmond Hill Ontario Canada L4S 1R6

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ARTICLE VII. INCORPORATOR

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

The Company Corporation
1013 Centre Road
Wilmington, Delaware 19805

The undersigned incorporator has executed these Articles of Incorporation on July 27, 2000.

Laura R. Dunlap
Its Agent, Laura R. Dunlap
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap
Authorized Service Representative
Corporation Service Company

JKG