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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-08/10/00--01083--008
*****70.00 *****70.00

SUBJECT: PERSONAL SHOPPER AND CONSULTANT, INC.

Enclosed is an original and one copy of the Articles of Incorporation and our check for \$70.00. Please return to us a stamped copy of the Articles.

FROM:

Ann M. Herrera
21264 SW 92 Avenue
Miami, FL 33189
(305) 505-7937

FILED
00 AUG 10 PM 4:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PERSONAL SHOPPER AND CONSULTANT, INC.

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be: **PERSONAL SHOPPER AND
CONSULTANT, INC.**

ARTICLE II

This corporation shall have perpetual existence unless dissolved voluntarily or involuntarily.

ARTICLE III

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

ARTICLE IV

The number of shares of stock that this corporation is authorized to issue shall be: one-hundred (100) shares common in one class only, each having a par value of one dollar (\$1.00) per share.

The corporation shall have the power to amend these articles at any time to provide for the different classes of stock and to provide provisions for the preferences, limitations, and relative rights in respect to the shares of each class of stock.

ARTICLE V

The principal place of business and mailing address of this corporation shall be:

21264 SW 92 Avenue
Miami, FL 33189

ARTICLE VI

The initial number of corporate directors shall be at least one (1) and not more than five (5). The number of directors may be raised or lowered by amendment of the by-laws of the corporation but shall in no case be less than one.

ARTICLE VII

The name and street address of the members of the first board of directors of this corporation are as follows:

Ann M. Herrera, President
21264 SW 92 Avenue
Miami, FL 33189

William J. Smutny, Vice-President
21264 SW 92 Avenue
Miami, FL 33189

ARTICLE VIII

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

Ann M. Herrera, President
21264 SW 92 Avenue
Miami, FL 33189

William J. Smutny, Vice-President
21264 SW 92 Avenue
Miami, FL 33189

ARTICLE IX

The name and address of the first officers of this corporation are as follows:

Ann M. Herrera, President
21264 SW 92 Avenue
Miami, FL 33189

William J. Smutny, Vice-President
21264 SW 92 Avenue
Miami, FL 33189

ARTICLE X

The name and address of the first subscribers to the capital stock of this corporation are as follows:

<u>Name and Address</u>	<u>Amount</u>	<u>Number of Shares</u>
Ann M. Herrera 21264 SW 92 Avenue Miami, FL 33189	\$50.00	Fifty (50)
William J. Smutny 21264 SW 92 Avenue Miami, FL 33189	\$50.00	Fifty (50)

ARTICLE XI

The name and address of the registered agent of this corporation is:

Ann M. Herrera
21264 SW 92 Avenue
Miami, FL 33189

The undersigned incorporators have executed these Articles of Incorporation this
31st day of July 2000 .

X 

Ann M. Herrera
President
21264 SW 92 Avenue
Miami, FL 33189

X 

William J. Smutny
Vice-President
21264 SW 92 Avenue
Miami, FL 33189

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 : PERSONAL SHOPPER AND CONSULTANT, INC.
2. The name and address of the registered agent and office is:

Ann M. Herrera
21264 SW 92 Avenue
Miami, FL 33189

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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

X 

DATE: July 31, 2000

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00 AUG 10 PM 4:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA