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September 25, 2001

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FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

Re: Velvet Lifestyles Inc. (the "Company")

Ladies and Gentlemen:

Enclosed please find two original sets of the Company's Articles of Incorporation along with our check for \$70.00 in payment of the filing fee.

If you have any questions, please call us.

Sincerely,



Louis R. Montello

mb

Enclosures

lm/ksd/usa/velvetwing/corp/secretar2.htm

FILED
01 SEP 26 AM 10:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

L. Burch SEP 28 2001

**ARTICLES OF INCORPORATION
OF
VELVET LIFESTYLES INC.**

FILED
01 SEP 26 AM 10:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

Name

The name of the corporation is Velvet Lifestyles Inc. (hereinafter called the "Corporation").

ARTICLE II

Principal Office

The address of the principal office and the mailing address of the Corporation is 777 Brickell Avenue, Suite 1070, Miami, FL 33131

ARTICLE III

Capital Stock

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$0.01	common

ARTICLE IV

Initial Registered Office

The street address of the Corporation's initial registered office in the State of Florida is 777 Brickell Avenue, Suite 1070, City of Miami, County of Miami-Dade, Florida 33131 and the name of its initial registered agent at such office is Louis R. Montello.

ARTICLE V

Incorporator

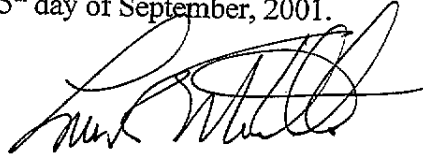
The name of the Incorporator is Louis R. Montello and the address of the Incorporator is 777 Brickell Avenue, Suite 1070, Miami, Florida 33131.

ARTICLE VI

Indemnification

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 25th day of September, 2001.

A handwritten signature in black ink, appearing to read 'Louis R. Montello', is written over a horizontal line.

Louis R. Montello,
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of Velvet Lifestyles Inc., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

A handwritten signature in black ink, appearing to read "Louis R. Montello", written over a horizontal line.

Louis R. Montello,
Registered Agent

September 25, 2001