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To:

Division of Corporations
Fax Number : (850)205-0381

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Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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FLORIDA PROFIT CORPORATION OR P.A.

UNDIES, INC.

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
UNDIES, INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

**ARTICLE 1.
NAME**

The name of the corporation ("Corporation") is:

UNDIES, INC.

**ARTICLE 2.
BUSINESS PURPOSE**

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 3.
CORPORATE OFFICE**

The street address of the principal office of the Corporation is:

407 Northeast 2nd Avenue, FL 33009

**ARTICLE 4.
CAPITALIZATION**

The aggregate number of shares that the Corporation is authorized to issue is 1,000 all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote. The par value for each share shall be \$1.00.

Prepared by:
Paul D. Gottfried, Esq.
AMSTER, GOMEZ & GOTTFRIED, P.A.
412 Southeast 23rd Street
Fort Lauderdale, Florida 33316
Tel: (954) 487-7010
Florida Bar Number: 0032212

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ARTICLE 5.
REGISTERED OFFICE AND AGENT

The address of the initial registered agent of the Corporation in the State of Florida is:

412 Southeast 23rd Street, Ft. Lauderdale, FL 33316

and the name of the initial registered agent of the Corporation at such address is:

Amster, Gomez & Gottfried, P.A.

ARTICLE 6.
INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and street address of the initial director whom shall hold office for the first year of the Corporation, or until his successor is elected or appointed is:

<u>NAME</u>	<u>ADDRESS</u>
Shirley Gottfried	407 Northeast 2nd Avenue Hallandale, FL 33009

ARTICLE 7.
INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
Paul D. Gottfried	412 Southeast 23rd Street Ft. Lauderdale, FL 33316

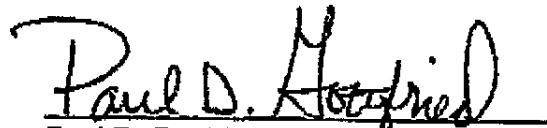
ARTICLE 8.
INDEMNIFICATION

The Corporation shall, to the fullest extent permitted by law, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors.

ARTICLE 9.
CORPORATE DURATION

The corporate existence of the Corporation shall commence as of the date and time upon which the Incorporator named in these Articles of Incorporation shall have subscribed and acknowledged the same. The Corporation shall exist perpetually.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 11th day of December 2001.


Paul D. Gottfried, *Incorporator*

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for the proposed domestic corporation at the place designated in the Articles of Incorporation, Amster, Gomez & Gottfried, P.A. hereby accepts the appointment as registered agent and agrees to act in this capacity. It further agrees to comply with all statutes relating to the proper and complete performance of its duties and it is familiar with and accept the obligations of its position as registered agent.

Amster, Gomez & Gottfried, P.A.



By: Paul D. Gottfried, Esq.

Its: Vice-President

Date: December 11, 2001

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