

OFFICE USE ONLY (DOCUMENT #)

LATARUS CORPORATE FILING SERVICE

337 S.W. 87 AVENUE

MIAMI, FLORIDA (305)552-5973

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

FILED
02 JAN -2 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
02 JAN -2 AM 8:46
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. THE NAKED TRUTH II, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2.00 ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input checked="" type="checkbox"/>	Reinstatement
<input checked="" type="checkbox"/>	Trademark
<input checked="" type="checkbox"/>	Other

800004746358--5
-01/02/02--01015--005
*****78.75 *****78.75

Examiner's Initials

ARTICLES OF INCORPORATION
OF
THE NAKED TRUTH II, INC.

FILED
02 JAN -2 AM 10:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

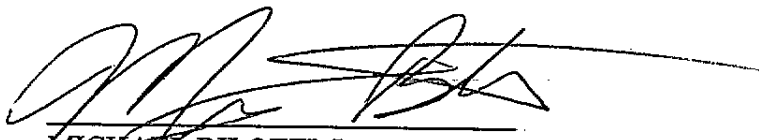
The undersigned incorporator for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

- FIRST:** The name of the corporation is: **THE NAKED TRUTH II, INC.** (the "Corporation").
- SECOND:** The address of the principal office of the Corporation is unknown; however, the mailing address of the Corporation is **PO Box 600429, North Miami Beach, Florida 33160.**
- THIRD:** The Corporation is authorized to issue 100 shares of common stock, par value \$1.00 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is: 1820 NE 163rd Street, North Miami Beach, Florida 33162 , and the registered agent at that address is **LEONARD E. ZEDECK.**
- FIFTH:** The name and address of the incorporator of the Corporation is:
- MICHAEL BILOTTI**
14807 W. Dixie Highway
N. Miami Beach, FL 33160
- SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH:** The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial director of the Corporation is:

MICHAEL BILOTTI, President
14807 W. Dixie Highway
N. Miami Beach, FL 33160

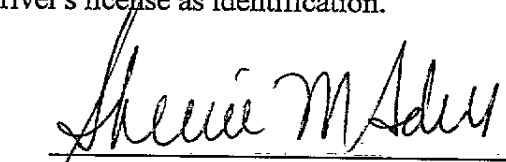
- EIGHTH: The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.
- NINTH: The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisition.
- TENTH: The corporate existence of the Corporation shall commence on December 28, 2001.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this ____ day of December, 2001.

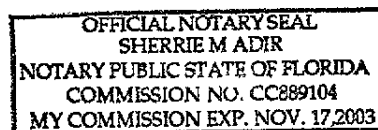

MICHAEL BILOTTI, Incorporator

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE) SS.:

The foregoing instrument was acknowledged before me this 27th day of December, 2001, by MICHAEL BILOTTI, who has produced a driver's license as identification.


NOTARY PUBLIC

My Commission Expires:



ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

By: _____

LEONARD E. ZEDECK

A102.FRM

FILED
02 JAN -2 AM 10:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA