

PO2000031003

Ms. Teresa Giovingo
Iliana's Merchandising Corporation
796 Crystal Drive
Palm Harbor, FL 34683

January 1, 2002

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

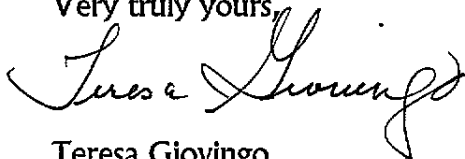
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*****78.75 *****78.75

Re: Iliana's Merchandising Corporation

Dear Sir or Madam:

Enclosed please find the original and one copy of Articles of Incorporation, together with a check in the amount of \$78.75. This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above-named corporation.

Very truly yours,



Teresa Giovingo
Iliana's Merchandising Corporation

Enclosures

FILED
2002 MAR 15 PM 12:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

check stapled here

15
3/21/02

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2002 MAR 15 PM 12:08

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

of

ILIANA'S MERCHANDISING CORPORATION

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is Iliana's Merchandising Corporation

ARTICLE II - DURATION

The corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one thousand (1,000) shares of one dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Office and Agent of this Corporation is:

Teresa Giovingo
796 Crystal Drive
Palm Harbor, FL 34683

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of the corporation is as follows:

| | |
|-----------------------|-----------|
| Teresa Giovingo | President |
| 796 Crystal Drive | |
| Palm Harbor, FL 34683 | |

The method of electing directors shall be stated in the corporation's bylaws.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is as follows:

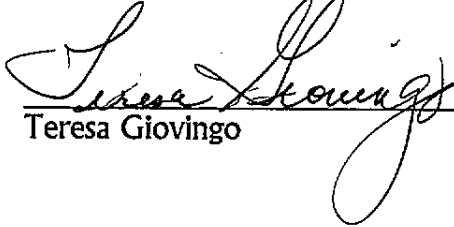
Teresa Giovingo
796 Crystal Drive
Palm Harbor, FL 34683

ARTICLE VIII - CORPORATE OFFICE

The corporation's principal office and mailing address shall be as follows:

796 Crystal Drive
Palm Harbor, FL 34683

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1st day of January, 2002.

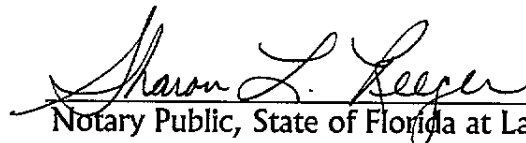


Teresa Giovingo

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Teresa Giovingo and known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 1st day of January, 2002.



Notary Public, State of Florida at Large
My Commission Expires:



CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT

FILED
2002 MAR 15 PM 12:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE OF REGISTERED AGENT
OF
ILLIANA'S MERCHANDISING CORPORATION

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

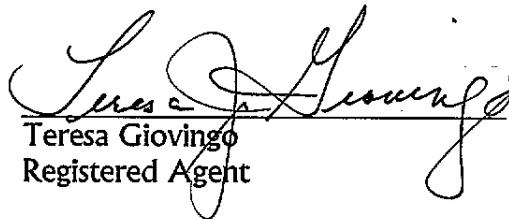
The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

796 Crystal Drive
Palm Harbor, FL 34683

has named Teresa Giovingo, located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


Teresa Giovingo
Registered Agent