

Johnnie Teresa Marchisio

14630 S.W. 144th Court
Miami, Florida 33186
(305) 278-8562

March 18, 2002

Secretary of State
Division of Corporations
Filing Department
409 E. Gaines Street
Tallahassee, Fl. 32399

Re: Filing of Articles of Incorporation

Dear Sir/Madam:

Enclosed please find original executed Articles of Incorporation for Warm Sensations, Inc. to be filed with the office of the Secretary of State, Division of Corporations. Also enclosed is a money order made payable to the Secretary of State in the sum of \$78.75 representing the filing fee for said Articles and for a certified copy of same.

Please forward to my attention a certified copy of the filed Articles of Incorporation as soon as possible.

If you have any questions, please do not hesitate to call me.

Sincerely,

Johnnie Teresa Marchisio
Johnnie Teresa Marchisio

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

104-03-02

**ARTICLES OF INCORPORATION
OF
WARM SENSATIONS, INC.**

These articles are filed with the Secretary of State of Florida for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, rights, privileges, immunities and liabilities of corporations for profit.

**ARTICLE I
NAME**

The name of the corporation shall be:

WARM SENSATIONS, INC.

**ARTICLE II
MANAGEMENT BY DIRECTORS**

All corporate power, which is not reserved to the shareholders by law or otherwise, shall be exercised exclusively by or under the authority of the Board of Directors, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors. The Board of Directors shall consist of not less than one, nor more than nine, members. A quorum for the holding of a meeting of the Board of Directors and for the transaction of any business which may be properly done by the Board of Directors on behalf of the corporation shall consist of a majority of the members thereof. The Board of Directors shall elect the following officers: a President, a Treasurer, and a Secretary, and as many Vice Presidents, Assistant Secretaries, and

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TALLAHASSEE, FLORIDA

Assistant Treasurers as the Board of Directors, from time to time, deem advisable, and any one or more of said offices may be held by the same person. The annual meeting of the corporation shall be held on such date as is provided in the By-laws of the corporation, which said By-laws may be amended at any time in accordance with their provisions.

ARTICLE III
ACTION BY UNANIMOUS CONSENT

The shareholders or the Board of Directors, by unanimous consent evidenced by a writing included among the minutes of the corporation, may agree to the doing of any act, and such consent in writing as aforesaid shall have the same force and effect as though a formal meeting had been held pursuant to a call being duly made, and as though the said act had been done and authorized, at a meeting at which a quorum had been present.

ARTICLE IV
INITIAL BOARD OF DIRECTORS

Until the shareholders elect directors and same have been duly qualified, the business of the corporation shall be managed by an initial Board of Directors consisting of:

*Johnnie Teresa Marchisio
14630 S.W. 144th Court
Miami, Florida 33186*

ARTICLE V
INITIAL OFFICERS

Until the Board of Directors elect officers and same have been duly qualified, the business of the corporation shall be conducted by the following officers:

President / Secretary / Treasurer

*Johnnie Teresa Marchisio
14630 S.W. 144th Court
Miami, Florida 33186*

ARTICLE VI
DURATION

The existence of this corporation shall be perpetual.

ARTICLE VII
PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business, including, but not limited to, any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE VIII
CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 600 shares, each of the par value of One Dollar (\$1.00) all to be issued, fully paid, and exempt from assessment.

The capital stock of the corporation may be paid for in property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for such

purpose, or at the organizational meeting. Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services to be fixed by the Board of Directors of the corporation. Stock in other corporations or going businesses may be purchased by the corporation in consideration for the issuance of capital stock of the corporation, the said purchase shall be on such basis and terms and for such consideration as the Board of Directors shall determine.

ARTICLE IX
MINIMUM CAPITAL

The amount of capital with which this corporation may begin business shall be in the sum of not less than Five Hundred Dollars (\$500.00).

ARTICLE X
PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI
PRINCIPAL PLACE OF BUSINESS

The principal place of business for this corporation shall be located at 14630 S.W. 144th Court, Miami, Florida 33186. This corporation shall have full power and

authority, nevertheless, to transact corporate business and to establish corporate offices and corporate agencies at such other places within and without the State of Florida, and in foreign countries, as its directors may from time to time authorize.

ARTICLE XII **CORPORATE POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act and such other power as it may possess as a matter of law, all without limitation.

ARTICLE XIII **INDEMNIFICATION**

This corporation shall indemnify any officer, director, agent, or employee and any former officer, director, agent, or employee, to the full extent permitted by law, including but not limited to indemnification for counsel fees.

ARTICLE XIV **INITIAL REGISTERED AGENT AND OFFICE**

The initial registered agent and the street address of the initial registered office of this corporation are:

*Johnnie Teresa Marchisio
14630 S.W. 144th Court
Miami, Florida 33186*

ARTICLE XV
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XVI
INCORPORATOR

The name and address of the person signing these articles of incorporation are:

Johnnie Teresa Marchisio
14630 S.W. 144th Court
Miami, Florida 33186

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 14 day of March, 2002.

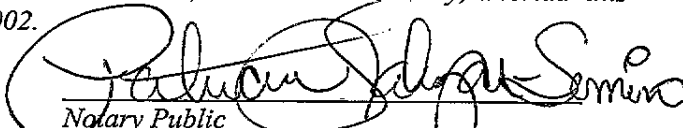


Johnnie Teresa Marchisio (SEAL)


STATE OF FLORIDA
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and make acknowledgments, Johnnie Teresa Marchisio, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, or who produced (personally known) as identification and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

14 WITNESS my hand and official seal at Miami, Miami-Dade County, Florida this day of March, 2002.



Notary Public
My Commission expires : 7-22-03

 Patricia Salazar-Semino
My Commission CC857194
Expires July 22, 2003

REGISTERED AGENT'S ACCEPTANCE

Having been named to accept service of process for Warm Sensations, Inc., at the place designated in Paragraph XI of the foregoing Articles of Incorporation, I am familiar with the duties and responsibilities of a registered agent and hereby agree to act in this capacity and agree to comply with the provisions of the Florida Statute relative to keeping open said office.

Dated: March 14, 2002

Johnnie Teresa Marchisio
Johnnie Teresa Marchisio
Registered Agent, Warm Sensations, Inc.