

P02000108912
Intimate Essentials of Florida
12535 66th St N
Largo, Florida 33773
727 536-4849

October 2, 2002

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*****70.00 *****70.00

State of Florida
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Attn: Secretary of State

Dear Sir:

Enclosed please find the Articles of Incorporation and our check number #2276 in the amount of \$70.00 to cover the cost of:

Intimate Essentials of Florida, Inc.

Your immediate attention will be greatly appreciated.

Sincerely yours,

Gail L. Randle

Encl

FILED
02 OCT -7 AM 11:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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10/9

ARTICLES OF INCORPORATION

OF

Intimate Essentials of Florida, Inc.

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02 OCT - 7 AM 11:57
TALLAHASSEE FLORIDA
SECRETARY OF STATE

The undersigned subscribers to these articles of incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation for profit under the Laws of the State of Florida

ARTICLE 1 - NAME

The name of the corporation shall be:

Intimate Essentials of Florida, Inc.

The principal office shall be:

1574 Timmons Terrace
Clearwater, Florida 33756

ARTICLE II - NATURE OF BUSINESS

The general character or nature of the business to be transacted by this corporation is:

(a) To acquire by purchase, lease, or otherwise, lands and interests in lands, and to own, hold, improve, develop, and manage any real estate so acquired, and to erect, or cause to be erected on any land owned, held, or occupied by the corporation, buildings or other structures, public or private, with their appurtenances, and to manage, operate, lease, rent, rebuild, enlarge, alter, or improve any buildings or other structures, now or hereafter erected on any lands so owned, held, or occupied, and to encumber or dispose of any lands, or interest in lands, and any buildings or other structures, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate, real estate of all kinds, improved or unimproved, and any right or interest therein.

(b) To engage in retail, wholesale and manufacturing business in any and all fields and to do all things necessary to engage in any type of business generally.

(c) To acquire, by purchase, lease, manufacture, or otherwise any personal property deemed necessary or useful in the equipment, burnishing, improvement, development or management of any property, real or personal, at any time owned, held, or occupied by the corporation, and to invest, trade and deal in any personal property deemed beneficial to the corporation, and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers or corporate property or other instruments to secure the payment of corporate indebtedness as required.

(e) To purchase the corporate assets of any other corporation and engage in the same or other character of business, including repurchase of its own shares.

(f) To guarantee, endorse purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state of government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(g) To enter into, make, perform, and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association, or corporation, and to transact any further and other business necessarily connected with the purposes of this corporation, or calculated to facilitate the same, including purchase of its own shares.

(h) To carry on any or all of its operation and businesses and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount, and to have, use, exercise and enjoy all of the general powers of like corporations.

(i) To engage in any and all lawful businesses, trades, occupations and professions.

(j) To do any or all the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors, or otherwise, alone in company with others, and to do and perform all such other things and acts as may be necessary, profitable, or expedient in carrying on any of the business or acts above-named.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anyway limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Articles, but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is:

500 Common Stock, Par Value \$1.00

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is Five Hundred Dollars (\$500.00).

ARTICLE V - TERM OF EXISTENCE

This corporation shall begin business on January 1, 2003 and shall have perpetual existence.

ARTICLE VI - REGISTERED OFFICE & REGISTERED AGENT

The Initial Registered Office of this corporation is to be:

1574 Timmons Terrace
Clearwater, Florida 33756

The Initial Registered Agent of the corporation is:

Gail L. Randle

ARTICLE VII - BOARD OF DIRECTORS

The corporation shall have the number of directors as shown below in Article VIII 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.

ARTICLE VIII - INITIAL DIRECTORS

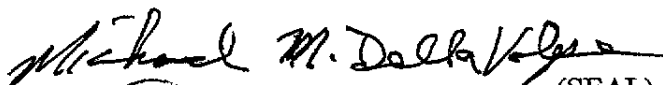
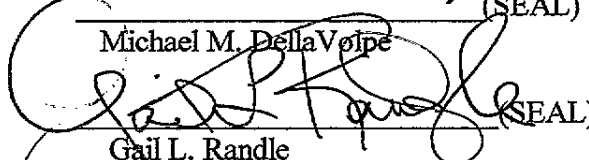
The names and street addresses of the first Board of Directors who shall hold office until their successors are elected and have qualified, are as follows:

Gail L. Randle
1574 Timmons Terrace
Clearwater, Florida 33756

Michael M. DellaVolpe
1574 Timmons Terrace
Clearwater, Florida 33756

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the forgoing Article of Incorporation under the Laws of the State of Florida on the date below written.

Date: October 3, 2002


(SEAL)
Michael M. DellaVolpe

(SEAL)
Gail L. Randle

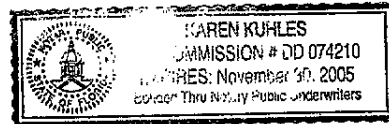
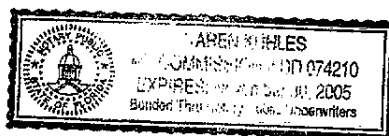
STATE OF FLORIDA)
COUNTY OF PINELLAS)

I HEREBY CERTIFY that on this day personally appeared before me the above named person (s), well known to me to be the individuals described and who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed the same for the purpose therein expressed.

WITNESS MY HAND AND OFFICIAL SEAL, at Clearwater, Pinellas County, Florida,
this 2 day of October, A.D., 2002.

Karen Kuhles
NOTARY PUBLIC

My Commission Expires:



STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within
This State, Naming Agent Upon Whom Process May Be Served and Names and
Addresses of the Officers and Directors.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes: Intimate
Essentials of Florida, Inc. a cooperation organized (or organizing) under the laws of the
State of Florida with its principal office at 1574 Timmons Terrace, Clearwater, Florida
33756, County of Pinellas, State of Florida, has named Gail L. Randle located at 1574
Timmons Terrace, Clearwater, County of Pinellas, State of Florida, as its agent to accept
service of process within this state.

OFFICERS:

NAME AND TITLE

SPECIFIC ADDRESS

Gail L. Randle, 1574 Timmons Terrace
President & Treasurer Clearwater, Florida 33756

Michael M. DellaVolpe, 1574 Timmons Terrace
Vice President & Secretary Clearwater, Florida 33756

DIRECTORS:

Gail L. Randle, 1574 Timmons Terrace
 Clearwater, Florida 33756

Michael M. DellaVolpe, 1574 Timmons Terrace
 Clearwater, Florida 33756

ACCEPTANCE:

I agree as Resident Agent to accept service of Process: to keep office open during prescribed hours; to post my name (and any other officers of said Corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.

Gail L. Randle
Registered Agent

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02 OCT -7 AM 11:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA