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To:

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

From:

Account Name : INCORPORATETIME.COM, INC.
Account Number : I19990000221
Phone : (631)224-9004
Fax Number : (631)589-2848

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FLORIDA PROFIT CORPORATION OR P.A.

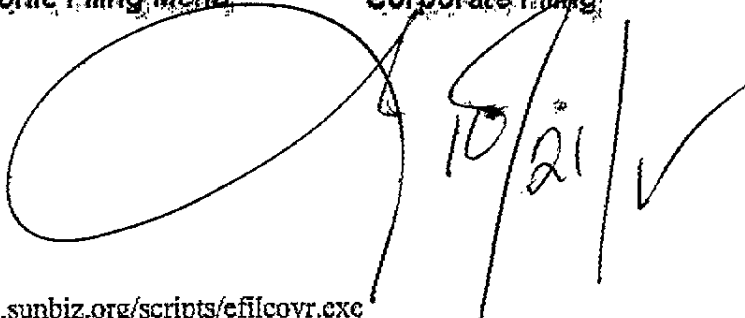
HI-LIGHTS LINGERIE INC

Certificate of Status	0
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ARTICLES OF INCORPORATION

THE UNDERSIGNED INCORPORATION FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

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ARTICLE I -NAME

THE NAME OF THE CORPORATION SHALL BE:

HI-LIGHTS LINGERIE INC

ARTICLE II -PRINCIPAL OFFICE

The principal place of business & mailing address of this corporation shall be

3350 NORTH KEY DR. B111
NORTH FORT MYERS, FL, 33903

ARTICLE III -SHARES

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

2000 shares at \$.01 par value

ARTICLE IV -INITIAL OFFICERS/DIRECTORS:

Pres/Treas/Director: LORI CALDERON
3350 NORTH KEY DR. B111, N. FORT MYERS, FL, 33903

VPres./ Sec./Director: MARK HEARN
1334 S.E. 23RD. TERRACE, CAPE CORAL, FL 33990

ARTICLE V -INITIAL REGISTERED AGENT AND STREET ADDRESS:

The name and Florida street address of the initial registered agent are:

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LORI CALDERON
3350 NORTH KEY DR. B111
NORTH FORT MYERS, FL, 33903

ARTICLE VI-INCORPORATOR:

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

Kerry Walsh
IncorporateTime.com, Inc.
35-37 Carleton Avenue, Suite 200
Islip Terrace, NY 11752

K Walsh

Kerry Walsh, Incorporator

10/20/03
Date

Having been named registered agent and to accept service of process for the above stated corporation as the place designated in this certificate I hereby accept the appointment as registered agent and agree to act in this capacity.

I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Lori Calderon

LORI CALDERON, Registered Agent

10-15-03
Date

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