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CORP CREATIONS

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FLORIDA DIVISION OF CORPORATIONS

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409 EAST GAINES STREET

MIAMI BEACH FL 33139-0000

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: SPY SHOPS INTERNATIONAL FRANCHISE CORPORATION

FAX AUDIT NUMBER: H96000001844

CURRENT STATUS: REQUESTED

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Articles of Incorporation  
of  
Spy Shops International Franchise Corporation

Article I. Name

The name of this Florida corporation is:  
Spy Shops International Franchise Corporation

Article II. Address

The mailing address of the Corporation is:  
Spy Shops International Franchise Corporation  
c/o 265 Sunrise Avenue, Suite 204  
Palm Beach FL 33480

Article III. Capital Stock

The Corporation shall have the authority to issue 10,000,000 shares of common stock, par value \$.0001 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Donald F. Mintmire  
265 Sunrise Avenue, Suite 204  
Palm Beach FL 33480

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

Donald F. Mintmire FL Bar Member 402435  
Mintmire & Associates  
265 Sunrise Avenue, Suite 204  
Palm Beach FL 33480  
407-832-5696 • Fax 407-859-5371

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Ilona Alexis Mandelbaum

Article VI. Incorporator

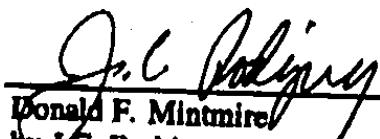
The name and address of the incorporator is:

Donald F. Mintmire  
Mintmire & Associates  
265 Sunrise Avenue, Suite 204  
Palm Beach FL 33480

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective February 7, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on February 7, 1996

  
Donald F. Mintmire  
by J.C. Rodriguez as attorney-in-fact

Donald F. Mintmire FL Bar Member 402435  
Mintmire & Associates  
265 Sunrise Avenue, Suite 204  
Palm Beach FL 33480  
407-632-5898 • Fax 407-659-5371

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT AND REGISTERED OFFICE**

**CORPORATION:**  
Spy Shops International Franchise Corporation

**REGISTERED AGENT:**  
Donald F. Mintmire  
265 Sunrise Avenue, Suite 204  
Palm Beach FL 33480

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
Donald F. Mintmire  
by J.C. Rodriguez as attorney-in-fact

Date: February 7, 1996

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Donald F. Mintmire FL Bar Member 402435  
Mintmire & Associates  
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