TRANSMITTAL LETTER

96 APR -1 AM 10: 06

3-17 PAPASSEE FLORIBA

Department of State Division of Corporations P. O. Box 6327 Tallahassae, FL 32314

STIELICH

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4 (1) 030 (1 70%5543) 45 -04/02/96--01016--006 (1 -++++127.50 (+++1/2.50)

SUBJECT: 57	1ELISH	INC.		
(Proposed corporate name - must include suffix)				
Enclosed is an original for :	and one (1) cop	y of the articles of	Incorporation a	and a check
\$70.00 Filing Fee	\$78.75 Filling Foo & Certificate	\$122.50 Filing Fee & Certified Copy	\$131.25 Filing Foe, Certified Copy & Certificate	
FROM:		1- SHQR	CPA	
170 SPANISH RIVER BLUD WEST				
BUCA RATON, FL 33431				
		94- 2-800 Telephone number)	17/1/46

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

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BTIELISH INC.

TALLAHASSEL FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.194 OF THE FLORIDA GENERAL CORPORATION ACT, THE UNDERSIGNED CORPORATION, PURSUANT TO A RESOLUTION DULY ADOPTED BY ITS BOARD OF DIRECTORS, HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE 1- NAME AND MAILING ADDRESS

THE NAME OF THIS CORPORATION IS STIELISH, INC. THE MAILING ADDRESS IS LANCE G. RADER ,3389 SHERIDAN STREET, # 236, HOLLYWOOD , FLORIDA 33021.

ARTICLE 2 - DURATION

THIS CORPORATION SHALL EXIST PERPETUALLY COMMENCING ON THE DATE THESE ARTICLES ARE FILED WITH THE DEPARTMENT OF STATE.

ARTICLE 3- PURPOSE

THIS CORPORATION IS ORGANIZED FOR THE FOLLOWING PURPOSE: SALES AND MARKETING AND ANY OR ALL LAWFUL BUSINESS.

ARTICLE 4- CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 5000 SHARES OF ONE DOLLAR (\$1.00) PAR VALUE COMMON STOCK WHICH SHALL BE DESIGNATED "COMMON SHARES ".

ARTICLE 5- INITIAL REGISTERED OFFICE AND AGENT

THE STREET AND THE MAILING ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS 3389 SHERIDAN STREET , # 236, HOLLYWOOD, FLORIDA 33021 AND THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS LANCE G. RADER.

ARTICLE 6 - INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE TWO DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED FROM TIME TO TIME BY THE DYLAWS BUT SHALL NEVER BE LESS THAN ONE. THE NAMES AND MAILING ADDRESS OF THE INITIAL DIRECTORS OF THIS CORPORATION ARE: LANCE R. RADER AND FRANK A. MOSCA JR., 3389 SHERIDAN STREET APT 236, HOLLYWOOD, FLORIDA 33021.

ARTICLE 7 - INCORPORATOR

THE NAME AND MAILING ADDRESS OF THE PERSON SIGNING THESE ARTICLES IS: LANCE G. RADER, 3389 SHERIDAN STREET APT # 236, HOLLYWOOD, FLORIDA 33021.

ARTICLE 8- RESTRICTIONS ON TRANSFER OF STOCK

BHARES OF CAPITAL STOCK OF THIS CORPORATION SHALL BE ISSUED INITIALLY TO THE FOLLOWING PERSONS AND IN THE AMOUNT OF THE SET OPPOSITE THEIR NAMES:

LANCE G. RADER

250 SHARES

FRANK A. MOSCA JR.

250 SHARES

SHARES HELD BY THE INITIAL SHAREHOLDERS LISTED ABOVE MAY NOT BE RESOLD OR OTHERWISE TRANSFERRED TO OTHER PERSONS UNLESS SUCH SHARES ARE FIRST OFFERED TO THE REMAINING SHAREHOLDERS OR TO THIS CORPORATION. THE PRICE AND TERMS AT WHICH, AND THE TIME WITHIN WHICH, BUCH SHARES MAY BE OFFERED AND SOLD SHALL BE FURTHER SPECIFIED BY WRITTEN AGREEMENT AMONG ALL OF THE SHAREHOLDERS AND THIS CORPORATION. ALL UNISSUED SHARES OF STOCK MUST BE GRANTED WITH UNANIMOUS APPROVAL, OF THE BOARD OF DIRECTORS PRIOR TO THEIR INSURANCE, IF AT ALL.

ARTICLE 9- DYLAWS

THE POWER TO ADOPT ,ALTER, AMEND OR REPEAL BYLAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND SHAREHOLDERS.

ARTICLE 10- POWERS

THIS CORPORATION SHALL HAVE ALL OF THE CORPORATE POWERS ENUMERATED IN THE FLORIDA GENERAL CORPORATION ACT.

ARTCILE 11- INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICER OR DIRECTOR, TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE 12- AMENDMENT

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERETO, AND ANY RIGHT CONFERRED UPON THE SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

LANCE G. RADER

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ACCEPTANCE OF REGISTERED AGENT

<u>of</u>

96 APR - 1 AH 10: 06

STIELISH INC.

SEURE IAM 7 OF STATE TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED, I HEREBY ACCEPT THE ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH THE PROVISIONS OF CHAPTER 48. 091, FLORIDA STATUES, RELATIVE TO KEEPING OPEN SAID OFFICE.

LANCE G. RADER

WITNESS