

P960000091107

October 29, 1996

James C. Nezbeth
810 N.W. 39th Street
Fort Lauderdale, FL 33309

Florida Department of State
Division of Corporations
Ms. Doris McDuffie - Corporate Specialist Supervisor
P.O. Box 6327
Tallahassee, FL 32314

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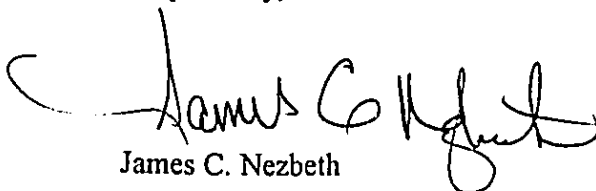
RE: Subject:

WICKED, INC.
VICTOR'S SECRETS, INC.

Dear Ms. McDuffie,

I have enclosed within my Articles of Incorporation for the above mentioned two corporations, and also a statement of Naming Agent for each. I have also submitted two (2) checks in the amount of \$122.50 each..

Thank you for your cooperation concerning this matter, I am...
Respectfully,


James C. Nezbeth

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
10/6/96

CERTIFICATE OF INCORPORATION
OF
VICTOR'S SECRETS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Name.

The name of the Corporation is:

VICTOR'S SECRETS, INC.

2. Principal Office and Registered Agent.

Its registered office in the State of Florida is 810 N.W. 39th Street, in the City of Fort Lauderdale, County of Broward.

The name of its registered agent at such address is James C. Nezbeth

3. Purposes.

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Florida.

4. Capital Stock.

The total number of shares of capital stock that the Corporation shall have authority to issue is Five Hundred, all of which are to be common stock with par value of \$1.00.

5. Incorporator.

The name and mailing address of the incorporator is:

James C. Nezbeth
810 N.W. 39th Street
Fort Lauderdale, FL 33309.

6. Existence.

The Corporation is to have perpetual existence.

7. Liability of Stockholders.

The private property of the stockholders shall not be subject to the payment of corporate debts.

8. Management.

Subject to the provisions of the laws of the State of Florida, the following provisions are adopted for the management of the business and for the conduct of the affairs of the Corporation, and for defining, limiting and regulating the powers of the Corporation, the directors and the stockholders:

(a) The books of the Corporation may be kept outside of the State of Florida at such place or

places as may from time to time be designated by the Board of Directors.

(b) The number of directors of this corporation shall be at least one (1) and no more than five (5).

(c) The name and address of the members of the first Board of Directors of this corporation are as follows:

James C. Nezbeth
President
810 N.W. 39th Street
Fort Lauderdale, FL 33309

Steven J. Wheeler
Vice President, Secretary, Treasurer
810 N.W. 39th Street
Fort Lauderdale, FL 33309

(d) The business of the Corporation shall be managed by its Board of Directors; and the Board of Directors shall have power to exercise all the powers of the Corporation, including (but without limiting the generality hereof) the power to create mortgages upon the whole or any part of the property of the Corporation, real or personal, without any action of or by the stockholders, except as otherwise provided by statute or by the Bylaws.

(e) An increase in the number of directors shall be deemed to create a vacancy or vacancies in the Board of Directors, to be filled in the manner provided in the Bylaws. Any director or any officer elected or appointed by the stockholders or by the Board of Directors may be removed at any time, in such manner as shall be provided in the Bylaws.

(f) The Board of Directors shall have power to make and alter Bylaws, subject to such restrictions upon the exercise of such power as may be imposed by the stockholders in any bylaws adopted by them from time to time.

(g) The Board of Directors shall have the power, in its discretion, to fix, determine and vary, from time to time, the amount to be retained as surplus and the amount or amounts to be set apart out of any of the funds of the Corporation available for dividends as working capital or a reserve or reserves for any proper purpose, and to abolish any such reserve in the manner in which it was created.

(h) The Board of Directors shall have the power, in its discretion, from time to time, to determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of the Corporation, or any of them, other than the stock ledger, shall be open to the inspection of stockholders; and no stockholder shall have any right to inspect any account or book or document of the Corporation, except as conferred by law or authorized by resolution of the directors or of the stockholders.

(i) Upon any sale, exchange or other disposal of the property and/or assets of the Corporation, payment therefor may be made either to the Corporation or directly to the stockholders in proportion to their interests, upon the surrender of their respective stock

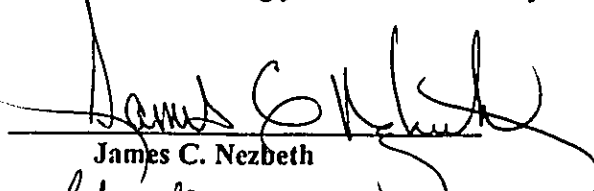
certificates, or otherwise, as the Board of Directors may determine.

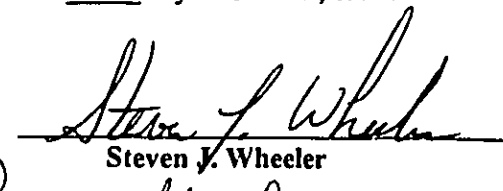
(j) In case the Corporation shall enter into any contract or transact any business with one or more of its directors, or with any firm of which any director is a member, or with any corporation or association of which any director is a stockholder, director or officer, such contract or transaction shall not be invalidated or in any way affected by the fact that such director has or may have an interest therein which is or might be adverse to the interests of the Corporation, even though the vote of such director might have been necessary to obligate the Corporation upon such contract or transaction; provided, that the fact of such interest shall have been disclosed to the other directors or the stockholders of the Corporation, as the case may be, acting upon or with reference to such contract or transaction.

(k) The Corporation reserves the right to amend, alter, change, add to or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute; and all rights herein conferred are granted subject to this reservation.

I, THE UNDERSIGNED, hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

I, THE UNDERSIGNED, the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Florida, do make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this ____ day of October, 1996.


James C. Nezbeth

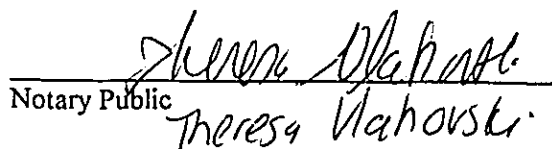

Steven J. Wheeler

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BE IT REMEMBERED that on this 25 day of October, 1996 personally came before me, a Notary Public for the State of Florida, James C. Nezbeth and Steven J. Wheeler, to me personally known to be the same person who executed the foregoing Certificate, and acknowledged that said person signed as the person's free act and deed the foregoing document and declared that the statements therein contained are true to the person's best knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.



THERESA VLAHOVSKI
MY COMMISSION # CC270018 EXPIRES
March 19, 1997
BONDED THRU TROY FARM INSURANCE, INC.


Notary Public
Theresa Vlahovski

My commission expires: 3/19/97

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

First: That VICTOR'S SECRETS, INC. desiring to organize under the laws of the State of Florida with its principal offices as indicated in the Articles of Incorporation, located in Broward County, State of Florida, has named JAMES C. NEZBETH located at 810 N.W. 39th Street, Fort Lauderdale, Florida 33309, as its agent to accept services of process within this State.

ACKNOWLEDGEMENT

Having been named to accept services of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

BY: 

Registered Agent
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Before me the undersigned Notary Public of the State of Florida personally appeared JAMES C. NEZBETH to me well known and to me to be the individuals described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand official seal this 25 day of October, 1996.



THERESA VLAHOVSKI
MY COMMISSION # CC270018 EXPIRES
March 19, 1997
BONDED THRU TROY FAIR INSURANCE, INC.

Theresa Vlahovski