

ARTICLES OF INCORPORATION
OF
BELLEZZA INTERNATIONAL, INC.

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STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is BELLEZZA INTERNATIONAL, INC.

Article II - Duration

This corporation shall have perpetual existence, commencing with date of filing.

Article III - Purpose

This corporation is organized for the following purposes: wholesale and retail sale of antique articles and for the purpose of transacting any and all other lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 1000 shares of stock for ONE DOLLAR (\$1.00) par value common stock, which shall be designated "Common Shares"

Article V - Preferences, Limitations and
Relative Rights of Shares of Capital Stock

Section I. Dividends.

The holders of record of the Preferred Shares shall be entitled to cash dividends when and as declared by the Board of Directors at the rate per share per annum and at the time and in the manner determined by the Board of Directors in the resolution authorizing each series of Preferred Shares. Such cash dividends on Preferred Shares shall be cumulative so that if for any dividend period cash dividends at the specified percentage rate per share per annum shall not have been declared and paid

or set apart for payment on the Preferred Shares outstanding, the deficiency shall be declared and paid or set apart for payment prior to the making of any dividend or other distribution on the Common Shares. Cash dividends on Preferred Shares shall accrue from the date of issue. Upon the payment or setting apart for payment of all dividends, current and accumulated, at the specified percentage rate per share per annum upon the outstanding Preferred Shares, the directors may declare and pay dividends upon the Common Shares.

Section 2. Rights upon Liquidation or Dissolution

In the event of any voluntary or involuntary liquidation, dissolution, or winding up of this corporation, the holders of record of the outstanding Preferred Shares shall be entitled to be paid * for each of such Preferred Shares, plus accumulated dividends thereon up to the date of such liquidation, dissolution, or winding up of this corporation, whether or not this corporation shall have a surplus or earnings available for dividends, and no more. After payment to the holders of Preferred Shares of the amount payable to them as above set forth, the remaining assets of this corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

Shares 3. Voting Rights.

Except as otherwise provided by law, the entire voting power for the election of the directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

Article VI - Designation of Series

Preferred Shares may be issued from time to time in series. All Preferred Shares shall be of equal rank and identical, except in respect to the particulars that may be fixed by the Board of

Directors herein. The Board of Directors is authorized and required to fix, in the manner and to the full extent provided and permitted by law, all provisions of the shares of each series set forth below:

1. The distinctive designation of all series and the number of shares which shall constitute such series;
2. The annual rate of dividends payable on the shares of all series and the time and manner of payment.
3. The redemption price or prices, of any, for the shares of each, any or all series;
4. The obligation, if any, of the corporation to maintain a sinking fund for the periodic redemption of the shares of any series and to apply the sinking fund to the redemption of such shares;
5. The rights, if any, of the holders of shares of each series to convert such shares into common shares and the terms and conditions of such conversion.

Article VII - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VIII - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1700 University Drive, Suite 101, Coral Springs, Florida, 33431 and the name of the initial registered agent of this corporation at that address is JEFFREY L. COLLENDER.

Article IX - Initial Board of Directors

This corporation shall have 1 director(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name(s) and address(es) of the initial director(s) of this corporation is (are):

GINGER R. ELLIS
21319 Town Lakes Drive, #1235
Boca Raton, FL 33486
Article X - Incorporator

The name and address of the person signing these articles is:

GINGER R. ELLIS
21319 Town Lakes Drive, #1235
Boca Raton, FL 33486
Article X - Principal Place of Business

The address of the principal place of business for this corporation shall be: 2960 NW Boca Raton Place, Suite #3, Boca Raton, FL 33431.

Article XI - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

Article XII - Restrictions on Transfer of Stock

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite their names:

JEFFREY L. COLLENDER	500 shares
GINGER R. ELLIS	500 shares

Shares held by the initial shareholder listed above may not be sold 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, such shares may be offered and sold shall be

further specified by written agreement among all of the shareholders and this corporation.

Article XIII - Cumulative Voting

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidate.

Article XIV - Calling of Special Meetings

Special meetings of shareholders may be called by the President; majority of Directors or owners of majority of outstanding common shares.

If a quorum is present, the affirmative vote of FIFTY-ONE (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

Article XV - Approval of Shareholders Required for Merger

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

Article XVI - Right of Shareholders to Dissent

The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled to dissent under the Florida General Corporation Act, even though on the date fixed to determine the shareholders entitled to vote on such corporate actions the

shares of this corporation were registered on a national securities exchange or held of record by not less than 2,000 shareholders.

Article XVII- Right of Shareholders to Dissent

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation, duly called as provided by law.

Article XVIII - Shareholders Meeting Required

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

Article XIX - Directors Residency and Compensation

Directors of this corporation must be residents of the State of Florida.

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

Article XX - No Removal of Directors

The shareholders of this corporation shall not be entitled to remove any director from office during his/her term.

Article XXI - Director Quorum and Voting

A majority of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of a majority of the directors present, or, if a

director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

Article XXII - Meetings by Telephone Conference

Members of the Board of Directors may participate in special meetings of the board of directors by means of telephone conference as provided bylaw, but regular meetings of the Board of Directors must be attended in fact in person by each director.

Article XXIII - Dividends

Dividends may be paid to shareholders [only out of the unreserved and unrestricted earned surplus of the corporation].

Dividends payable in shares of any class may be paid to the holders of shares of any other class.

Article XXIV - Reduction in Stated Capital

The stated capital of this corporation shall not be reduced by action of the Board of Directors where such reduction is not accompanied by any action requiring or constituting an amendment of the articles of incorporation.

Article XXV - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to

the full extend permitted by law.

Article XXVI - Amendment

The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

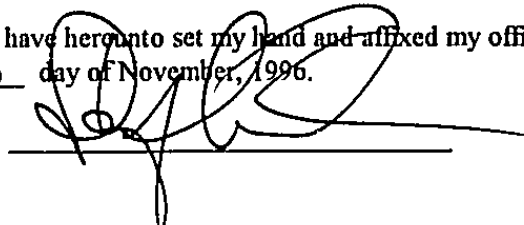
IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 13TH day of November, 1996.

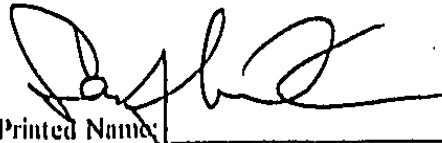

GINGER R. ELLIS, Subscriber

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared **GINGER R. ELLIS**, known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those articles of incorporation.

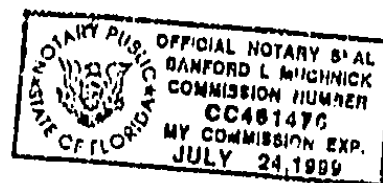
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 13 day of November, 1996.





Printed Name: _____
Notary Public, State of Florida
at Large

My commission expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of §607.0501 or §617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

BELL & ZZA INTERNATIONAL, INC.

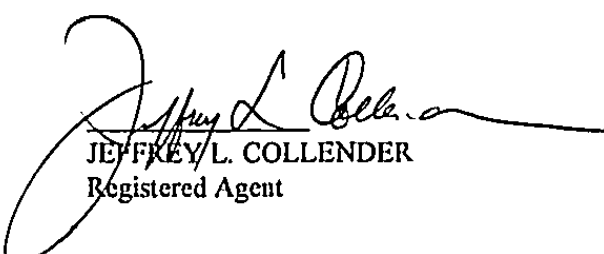
2. The name and address of the registered agent and office is:

JEFFREY L. COLLENDER
1700 University Drive, Suite 101
Coral Springs, FL 33431

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT 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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

DATED this 13 day of Nov, 1996.


JEFFREY L. COLLENDER
Registered Agent