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MARTIN T. RANGER
5030 Barrington Circle
Sarasota, Florida
34234

(941) 359-1282

New Filing Section
Division of Corporations
409 East Gaines Street
Tallahassee, Fl.
32399

Dear Sirs:

Attached please find Articles of Incorporation, in duplicate, for Cucci International Inc., together with check in your favour in the amount of \$70.00.

Would you kindly file the Articles on my behalf and return one copy to the writer at the above-noted address.

Thank you for your attention to this matter.

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*****70.00 *****70.00

Yours truly,

M. Ranger
per AR.
Martin T. Ranger.

enclosures

FILED
96 DEC 31 AM 10:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JAN - 6 1997

ARTICLES OF INCORPORATION
of
CUCCI INTERNATIONAL, INC.

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The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the law of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

CUCCI INTERNATIONAL, INC.
5030 Barrington Circle
Sarasota, Fl. 34234

ARTICLE II. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE III. PURPOSE

This corporation is organized for the purpose to engage in the preparation of clothing, cosmetics and jewelry, and all related type of business activity of the like permitted under the laws of the United States of America and of the State of Florida.

To acquire by purchase, subscription or otherwise, and to hold as investment or otherwise, any bonds or other securities as evidence of indebtedness, or any shares of capital stock created or issued by any other corporation or corporations, association or associations, of any state, district, territory or country; to purchase, hold as an investment or otherwise dispose of stocks, bonds, or other securities or evidences of indebtedness created or issued by any other corporation or corporations association or associations, and while the owner, holder of pledges of such stock, or security, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon; to aid in any lawful manner any corporation or association of which the bonds or other securities, or evidences of indebtedness, or stocks are held by this corporation, and to do any and all lawful acts or things designed to protect, preserve, improve or enhance the value of any such bonds, or other securities, or evidences of indebtedness, or stocks are held by this corporation, and to do any and all lawful acts or things designated to protect, preserve, improve or enhance the value of any such bonds, or other securities, or evidence of indebtedness created by any such corporation; to

acquire by purchase or otherwise the goodwill, business property rights, franchises and assets of every kind, and undertake either wholly or in part the liabilities of any person, firm, association or corporation engaged in any business, similar to those purposes, and to take up any business, similar or incidental to the business in which this corporation is engaged, as to going concern or otherwise; (1) by purchase of assets thereof wholly or in part; (2) by acquisition of the capital or any part thereof, or (3) in any other manner, and to pay for the same in case, the stock or bonds or otherwise; to hold, maintain and operate or in any manner dispose of the whole or any part of any business so acquired and to exercise all the powers necessary or convenient in and about the management of such business;

To purchase and otherwise acquire, sell and otherwise dispose of, deal in and deal with personal property of all kinds, including patents, patent rights, copyrights, trademarks and including business concerns and undertakings;

To purchase, take, acquire, lease, hold, own, maintain cultivate, work, develop, sell, convey, mortgage, exchange and improve or otherwise deal in and with real estate or any interest and rights therein and water rights and to erect, construct, alter and maintain and improve land, building or works or any description or any land or any water rights so purchased or otherwise acquired or upon any other land, and to repair, alter and improve existing houses, warehouses or works thereon and appurtenant or convenient thereto.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of voting stock having \$1.00 per share par value.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5030 Barrington Circle, Sarasota, Florida, 34234, and the name of the initial registered agent of this corporation at that address is MARTIN T. RANGER

ARTICLE VI. INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have two directors 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. The names and address of the

initial directors of this corporation are:

NAME ADDRESS

ANITA COLUCCI 5 Maple Grove Street
 Stouffville, Ontario, Canada.
 L4A 7X3

MARTIN T. RANGER 5030 Barrington Circle
 Sarasota, Fl.
 34234

The initial officers of this corporation are:

NAME OFFICER

ANITA COLUCCI President

MARTIN T. RANGER Secretary-Treasurer

ARTICLE VII. INCORPORATOR

The following person known as subscriber and address is:

ANITA COLUCCI 5 Maple Grove Street
 Stouffville, Ontario, Canada
 L4A 7X3

ARTICLE VIII. BYLAWS

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

ARTICLE IX. SHAREHOLDERS' MEETING REQUIRED

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 X. POWERS

The Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, except this corporation shall not have the power to be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.

ARTICLE XI AMENDMENT

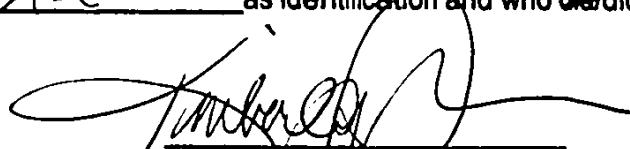
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation this 30th day of December, 1996.


ANITA COLUCCI

STATE OF FLORIDA
COUNTY OF ~~MANATEE~~ *Sarasota*

The foregoing instrument was acknowledged before me this 30th day of December, 1996, by ANITA COLUCCI who is personally known to me or () who has produced *Colucci* as identification and who ~~did~~ did not take an oath.


Notary Public
Kimberly Barnes
Name of Notary Public




KIMBERLY D BARNES
My Commission CC381824
Expires Aug. 24, 1998
Bonded by ANB
800-852-8878

ACCEPTANCE

I CERTIFY that I am a resident of Sarasota County, Florida, with a post office address of 5030 Barrington Circle, Sarasota, Fl. 34234.

I HEREBY ACCEPT the foregoing designation as Resident Agent.


MARTIN RANGER
Resident Agent

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