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97 SEP 15 PM 3:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Of Counsel

JAMES F. MILLER
REGINALD G. STAMBAUGH
LES C. SHIELDS

EUGENE E. SHUEY, P.A.
Board Certified Real Estate Attorney

THOMAS K. PIERCE

September 12, 1997

Florida Department of State
DIVISION OF CORPORATIONS
Post Office Box 6327
Tallahassee, Florida 32314

500002292565-0
-09/15/97--01033--023
***122.50 ***122.50

RE: PINK RIBBON LINGERIE, INC.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation. Please file the original and return the stamped copy to my attention at your earliest convenience. Payment in the amount of \$122.50 representing the filing fees is also enclosed.

Should you have any questions, please call my office at the above number.

Sincerely yours,

James F. Miller
-NV-

JAMES F. MILLER
JFM:npv

Signed in the Absence of
Mr. Miller to Expedite Delivery

Enclosures

P. Hall SEP 15 1997

**ARTICLES OF INCORPORATION
OF
PINK RIBBON LINGERIE, INC.**

FILED
97 SEP 15 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, FOR PURPOSES OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT, HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE I - NAME

The name of this corporation is PINK RIBBON LINGERIE, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation shall have to issue is 100, all of which shall be common shares with par value of \$1.00.

ARTICLE V - PREEMPTIVE RIGHTS GRANTED

Each shareholder of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 701 Flamingo Drive,

West Palm Beach, FL, 33401, and the name of the initial registered agent of this corporation at that address is Kathy Courtney.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have 2 directors constituting the initial board of directors. The number of directors may be either increased or decreased from time to time by the By-Laws. The names and addresses of the initial board of directors of this corporation are:

Kathy Courtney 701 Flamingo Drive, West Palm Beach, FL 33401

Reeta Casey 5949 Chesapeake Park, Orlando, FL 32819

ARTICLE VIII - INCORPORATORS

The name and address of each person signing these Articles is:

Kathy Courtney 701 Flamingo Drive, West Palm Beach, FL 33401

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer, director or any former officer or director, to the full extent permitted by law.


ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of
Incorporation this 12th day of September, 1997.


KATHY COURTNEY

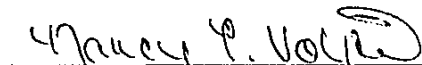
STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me an officer duly authorized in the State
aforesaid and in the County aforesaid to take acknowledgments, appeared KATHY COURTNEY to
me known to be the person(s) identified herein [personally known by me] or [who produced as
-identification in the form of Fla. Drivers License] and who executed the foregoing
instrument and she acknowledged before me that she executed the same and who [did] ~~[did not]~~ take
an oath.

WITNESS my hand and official seal in the County and State aforesaid this 12th day of
September, 1997.



NANCY P. VOLPI
MY COMMISSION # CC436055 EXPIRES
January 30, 1999
BONDED THRU TROY FAIR INSURANCE, INC.


Notary Public, State of Florida at Large
My Commission Expires: 1/30/99

Type or Print Notary Name:

Nancy P. Volpi

[Notary Seal]

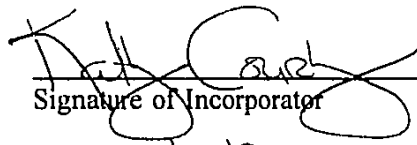
STATE OF FLORIDA
DEPARTMENT OF STATE

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

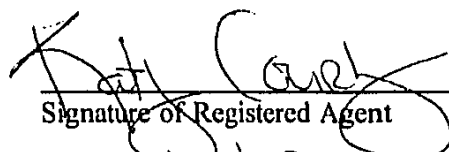
PINK RIBBON LINGERIE, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER
THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT
701 FLAMINGO DRIVE, WEST PALM BEACH, FL, HAS NAMED KATHY COURTNEY AS
REGISTERED AGENT, LOCATED AT 701 FLAMINGO DRIVE, WEST PALM BEACH, FL,
33401, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.



Signature of Incorporator
Dated: 9/12/97

ACCEPTANCE

THE UNDERSIGNED, HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR
THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE
CERTIFICATE, HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES
TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER
PERFORMANCE OF MY DUTIES.



Signature of Registered Agent
Dated: 9/12/97