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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. NOVELTIES, INC.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)



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Certificate of Status

NEW FILINGS

<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS

<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS

<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/
QUALIFICATION

<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
98 JUN -9 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 MAY -4 AM 11:41
DIVISION OF CORPORATION

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
98 JUN -9 AM 10:23
DIVISION OF CORPORATION

May 4, 1998

LAZARUS

MIAMI, FL

SUBJECT: NOVELTIES, INC.
Ref. Number: W98000009945

We have received your document for NOVELTIES, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 898A00024343

FILED

98 JUN -9 AM 11:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
NOVELTIES NOOK, Inc.

I.

The name of the Corporation is: NOVELTIES NOOK, Inc.

II.

This Corporation shall have perpetual existence, unless sooner dissolved according to Law.

III.

This Corporation is organized to transact any lawful business for which Corporation may be incorporated under the Florida General Corporation Act, or any successor Statute, to engage in any trade or business which can, in the opinion of the Board of Directors, be advantageously carried or any connection with or auxiliary to the foregoing: and to such other things and exercise such powers are incidental, necessary or desirable in order to accomplish the foregoing.

IV.

This Corporation is authorized to issued (60) shares of Common Stock at No par Value.

V.

The street address of the initial register office of this Corporation is: 7933 N.W. 21st Street, Miami Florida, 33122. The name of the registered Agent of this Corporation is: Carlos Yepes

VI.

The name and address of the persons signing these Articles of Incorporation are:

- NANCY M. ESQUIVEL - 6911 S.W. 71st STREET
Miami Florida, 33143
- JUAN CARLOS ESQUIVEL - 6911 S.W. 71st STREET
Miami Florida, 33143

VII.

The Corporation shall have Two (2) directors initially. The number of Directors may be either increased or decreased from time to time. By the by-laws shall never be less than two (2) directors. The name and address of the initial Directors of this Corporation shall be:

- NANCY M. ESQUIVEL - 6911 S.W. 71st Street
Miami Florida, 33143
- JUAN CARLOS ESQUIVEL - 6911 S.W. 71st STREET
Miami Florida, 33143

VIII.

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

IX.

This Corporation Shall have all the Corporate Powers enumerated in the Florida General Corporation Act, or any successor Statute.

X.

This Corporation shall indemnify and hold any or all it's officers and Directors harmless, to the full extend permitted by Law.

XI.

This Corporation reserves the right to amend or repeal any or all it's 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, these Articles of Incorporation have been executed in triplicate this 30th day of the month of April of 1998.



JUAN CARLOS ESQUIVEL -President

NANCY M. ESQUIVEL -Vice President

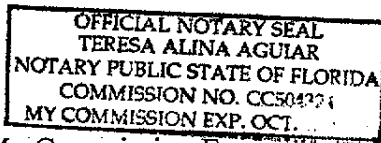
STATE OF FLORIDA)

) SS

COUNTY OF DADE)

Before me, Teresa Agui, a Notary Public authorized to take acknowledgment in the State and County set forth above personally appeared NANCY M. ESQUIVEL and JUAN CARLOS ESQUIVEL, known to me and known to be the person (s) who executed the foregoing Articles of Incorporation for the purposes states therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 30th day of April of 1998.



My Commission Expires:

Teresa Agui
NOTARY PUBLIC, STATE OF FLORIDA

ACCEPTANCE BY REGISTERED AGENT

I, Carlos M Yepes, the undersigned hereby acknowledge and accept the designation as Registered Agent for the Corporation named in these Articles of Incorporation.

Carlos M. Yepes
CARLOS M. YEPES
Registered Agent.

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98 JUN -9 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA