

P98000074013

Florida Department of State
Division of Corporations
Public Access System
Sandra B. Mortham, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H98000015800 9)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850)922-4001

EFFECTIVE DATE
8-24-98

From:
Account Name : CORPORATE CREATIONS ENTERPRISES, INC.
Account Number : 072100000245
Phone : (561)775-9980
Fax Number : (561)694-1639

FILED
98 AUG 25 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

Intellibrands Corp.

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$78.75

72 8/25/98

H98000015800

ARTICLES OF INCORPORATION

EFFECTIVE DATE
8-24-98

Article I. Name

The name of this Florida corporation is:
Intellibrands Corp.

Article II. Address

The mailing address of the Corporation is:
Intellibrands Corp.
1700 S.E. Ranch Road
Jupiter FL 33478

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Corporate Creations Enterprises Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Tony Musso

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc.
8895 North Military Trail #202D
Palm Beach Gardens FL 33410-6266
(561) 694-8107

H98000015800

Copyright © 1993-1998 CC

FILED
98 AUG 25 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H98000015800

Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

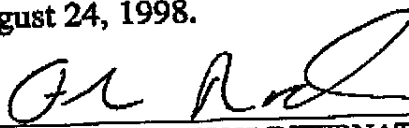
Article VI. Incorporator

The name and address of the incorporator is:
Corporate Creations International Inc.
8895 North Military Trail #202D
Palm Beach Gardens FL 33410-6266

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on August 24, 1998.

The undersigned incorporator executed these Articles of Incorporation on August 24, 1998.


CORPORATE CREATIONS INTERNATIONAL INC.
Frank A. Rodriguez President and CEO

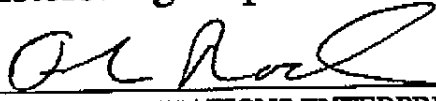
Corporate Creations International Inc.
8895 North Military Trail #202D
Palm Beach Gardens FL 33410-6266
(561) 694-8107

H98000015800

H98000015800

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE****CORPORATION:****Intellibrands Corp.****REGISTERED AGENT/OFFICE:****Corporate Creations Enterprises Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


**CORPORATE CREATIONS ENTERPRISES INC.
Frank A. Rodriguez, President and CEO****Date: August 24, 1998****FILED**
98 AUG 25 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**Corporate Creations International Inc.
8895 North Military Trail #202D
Palm Beach Gardens FL 33410-6266
(561) 694-8107**

H98000015800