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CORPORATION(S) NAME

Intellibro	ands Con	poration.
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() Profit () NonProfit () Amendment	() Merger
() Foreign () Dissolution	
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() Reinstatement () Reservation	Change of Registered Agent
() Certified Copy () Photo Copies	() Mark Other Restatement () Certificate Under Seal () After 4:30
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W.P. Verifier

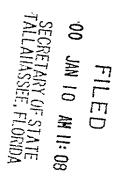
ARTICLES OF RESTATEMENT OF ARTICLES OF INCORPORATION OF INTELLIBRANDS CORPORATION

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Restatement of Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

INTELLIBRANDS CORPORATION



ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

416 EAST ATLANTIC BOULEVARD POMPANO BEACH, FLORIDA 33060

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

ONE HUNDRED MILLION (100,000,000) SHARES OF ONE MILLICENT (\$.001) PAR VALUE COMMON STOCK.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

WAYNE SANTINI C/O INTELLIBRANDS CORPORATION 416 EAST ATLANTIC BOULEVARD POMPANO BEACH, FLORIDA 33060

ARTICLE V - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

CORPORATE CREATIONS INTERNATIONAL INC. 8895 NORTH MILITARY TRAIL, #202D PALM BEACH GARDENS, FLORIDA 33410-6266

IN WITNESS WHEREOF, the undersigned officer hereby certifies that the board of directors adopted these Articles of Restatement of Articles of Incorporation.

Signature: Date: 1-6-00

Wayne Santini - President

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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature: Wayne Santini – President

Registered Agent

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1-6-00