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

1. THE NAKED TRUTH, INC.

(Corporation Name)

(Document #)

2. (Corporation Name)

(Document #)

3. (Corporation Name)

(Document #) 200002746182--9

4. (Corporation Name)

(Document #)

-01/19/99-01084-019

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<input type="checkbox"/>	NonProfit
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<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

RECEIVED
DIVISION OF CORPORATION
99 JAN 19 PM 12:14

Examiner's Initials

LAW OFFICES OF
ZEDECK & ZEDECK
1820 NORTHEAST 163RD STREET
NORTH MIAMI BEACH, FLORIDA 33162

LEONARD E. ZEDECK, P.A.
DAVID L. ZEDECK, P.A.

MAILING ADDRESS
P. O. BOX 600429
NORTH MIAMI BEACH, FLORIDA 33160

TELEPHONE 305 • 944-8688
BROWARD 954 • 467-7277
FAX 305 • 944-4653

January 14, 1999

Corporate Records Bureau
Florida Department of State
P. O. Box 6327
Tallahassee, Florida 32301

RE: THE NAKED TRUTH, INC.

Gentlemen:

Enclosed please find an original and one copy of Articles of Incorporation of the above-named corporation.

Our check in the amount of \$78.75 is also enclosed to cover the necessary filing fees and costs. Please return the copy of the Articles to this office after it has been approved and certified.

Thank you for your attention to this matter.

Very truly yours,


DAVID L. ZEDECK

DLZ/jr

Enclosures

**ARTICLES OF INCORPORATION
OF
THE NAKED TRUTH, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

FIRST: The name of the corporation is: **THE NAKED TRUTH, INC.** (the "Corporation").

SECOND: The principal office address and mailing address of the Corporation is **1820 NE 163 Street, Suite 203, North Miami Beach, FL 33162.**

THIRD: The Corporation is authorized to issue 10,000 shares of common stock, par value \$1.00 per share.

FOURTH: The street address of the initial registered office of the Corporation is: **1820 NE 163 Street, Suite 203, North Miami Beach, FL 33162**, and the registered agent at that address is **MICHAEL BILOTTI**.

FIFTH: The name and address of the incorporator of the Corporation is:

**MICHAEL BILOTTI
1820 NE 163 Street, Suite 203
North Miami Beach, FL 33162**

SIXTH: The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.

SEVENTH: The Corporation shall have one (1) director initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial director of the Corporation is:

**MICHAEL BILOTTI
President/Director
1820 NE 163 Street, Suite 203
North Miami Beach, FL 33162**

EIGHTH: The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

NINTH: The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisition.


TENTH: The corporate existence of the Corporation shall commence on January 20, 1999.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 14 day of January, 1999.

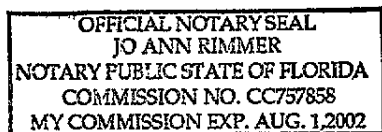

MICHAEL BILOTTI, Incorporator

STATE OF FLORIDA)
) SS.:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 14 day of January, 1999 by MICHAEL BILOTTI, who has produced a driver's license as identification.


NOTARY PUBLIC

My Commission Expires:



ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

By: 
MICHAEL BILOTTI

A102.FRM

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