

T R HERRERA FINANCIAL SERVICES, INC.  
1451 NW 108TH AVENUE  
SUITE #314  
PLANTATION, FL 33322-6943  
954-424-7161  
FAX 954-424-6344

799000049102

May 25, 1999

Via Federal Express  
Air bill # 8121 1624 1713

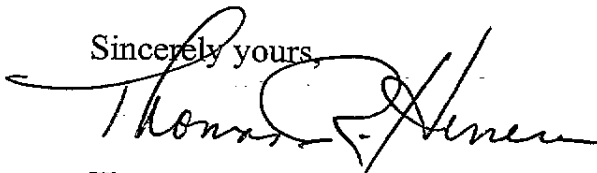
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\*\*\*\*\*78.75 \*\*\*\*\*78.75

Division of Corporations  
Florida Department of State  
409 East Gaines Street  
Tallahassee, FL 32399

Dear Sirs:

Enclosed please find my check for \$78.75 to cover the incorporation fees on IntelliBrands International Corporation. Please process these papers as soon as possible. Thank you for your kind cooperation in this matter.

Sincerely yours,



Thomas R. Herrera  
President

Enclosure

FILED  
99 MAY 26 AM 10:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. SMITH JUN 01 1999

**ARTICLES OF INCORPORATION  
OF  
IntelliBrands International Corporation**

**ARTICLE I.**

**CORPORATE NAME**

The name of the corporation shall be:

IntelliBrands International Corporation

**ARTICLE II.**

**PRINCIPAL OFFICE**

The address of the principal office and the mailing address of the corporation shall be:

c/o TR Herrera Financial Services, Inc.  
17974 SW 33<sup>rd</sup> Court  
Miramar, FL 33029

**ARTICLE III.**

**NATURE OF CORPORATE BUSINESS**

The corporation may engage in any business as allowed under the laws of the United States and under the laws of the State of Florida.

**ARTICLE IV.**

**CAPITAL STOCK**

This corporation is authorized to issue a maximum of one thousand (1,000) shares of stock. The shares of stock authorized shall be common stock having a par value of one (1) Dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

**ARTICLE V.**

**TERM OF EXISTENCE**

The corporation is to exist perpetually.

**ARTICLE VI.**

**PREEMPTIVE RIGHTS**

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE VII.**  
**SPECIAL PROVISIONS**

It is the intent of the incorporator that the Corporation will qualify under Section 1244 of the Internal Revenue Code.

**ARTICLE VIII.**  
**INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The corporation's Initial Registered Agent and Registered Office in the State of Florida shall be:

Rui Dias-Aidos  
c/o TR Herrera Financial Services, Inc.  
17974 SW 33<sup>rd</sup> Court  
Miramar, FL 33029

**ARTICLE IX.**  
**BOARD OF DIRECTORS**

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Directors at any time.

**ARTICLE X.**  
**INITIAL DIRECTORS**

The name and post office address of each member of the first Board of Directors is:

<b>Name</b>	<b>Address</b>
Rui Dias-Aidos	c/o TR Herrera Financial Services, Inc., 17974 SW 33 <sup>RD</sup> Court, Miramar, FL 33029

The members of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the Corporation.

**ARTICLE XI.**  
**OFFICERS**

The names and addresses of the initial officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed.

<b>Name</b>	<b>Address</b>
Rui Dias-Aidos	c/o TR Herrera Financial Services, Inc., 17974 SW 33 <sup>rd</sup> Court, Miramar, FL 33029

**ARTICLE XII.**  
**INCORPORATOR**

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

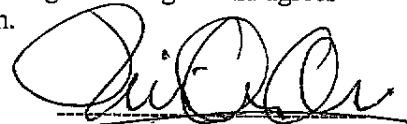
Rui Dias-Aidos c/o TR Herrera Financial Services, Inc., 17974 SW 33<sup>RD</sup> Court, Miramar, FL 33029

THE UNDERSIGNED INCORPORATOR, for the purpose of forming a corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.



RUI DIAS-AIDOS  
INCORPORATOR

The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.



RUI DIAS-AIDOS  
REGISTERED AGENT

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA