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AUGUSTE & RICHARDS, PLLC

ATTORNEYS AT LAW

offices in New York & Florida
Please reply to address noted below

Elizabeth J. Auguste*
LICENSED IN FLORIDA, NEW YORK
AND CONNECTICUT

Sylvia H. Richards**
LICENSED IN FLORIDA
FL BAR #237949

FILED
99 JUN 14 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 10, 1999

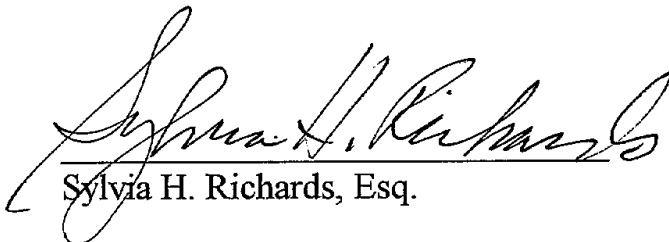
Department of State
Division of Corporations
P. O. Box 6327
Tallahassee FL 32314

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*****78.75 *****78.75

SUBJECT: CURIOUS GOODS INTERNATIONAL, INC.

Enclosed are an original and one copy of the articles of incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation. We have also enclosed a postal money order in the amount of \$78.75 for the filing fee and a certificate.

Sincerely,


Sylvia H. Richards, Esq.

Encl.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CURIOUS GOODS INTERNATIONAL, INC.

ARTICLE I. CORPORATE NAME

The name of this corporation is Curious Goods International, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and street address of this corporation are 2840 N. W. 12 Street, Fort Lauderdale, Florida 33311.

ARTICLE III. CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue and have outstanding is One Thousand, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent are Petra Nelson, c/o Auguste & Richards, PLLC, 8204 N. W. 12 Place, Miami, Florida 33147.

ARTICLE V. INCORPORATORS

The name(s) and street address(es) of the incorporator(s) of these articles of incorporation are

Stephenson Stephens

2840 N. W. 12 Street
Fort Lauderdale, Florida 33311

Petra Nelson

2840 N. W. 12 Street
Fort Lauderdale, Florida 33311

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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII. VOTING ENTITLEMENT

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VIII. DIRECTORS

The initial number of directors of this corporation shall be two. The number of directors may be either increased or decreased from time to time as provided for in the bylaws but shall never be less than one.

The names and addresses of the members of the first board of directors who, subject to the provisions of the Certificate of Incorporation, the bylaws and corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are:

Stephenson Stephen

2840 N. W. 12 Street
Fort Lauderdale, Florida 33311

Petra Nelson

2840 N. W. 12 Street
Fort Lauderdale, Florida 33311

ARTICLE IX. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law except that such persons shall not be permitted to apply to a court for such indemnification..

ARTICLE X. DURATION

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE XI. PURPOSES

The general nature of the business and the objects and purposes proposed to be transacted and carried on by and powers of this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do such as:

To carry on the business of import and export of general merchandise for all domestic and foreign markets, to export from and import into the United States, its territories and possessions and any and all foreign countries, as principal or agent, and to act as consultants, brokers, commissionmen, factors, franchisers, franchisees and agents for buyers and sellers, both foreign and domestic, merchandise of every kind and nature, and to sell, purchase, and deal in merchandise of every kind or nature.

To manufacture, purchase or acquire in any lawful manner and to hold, own, mortgage, pledge, sell, transfer, or in any manner dispose of, and to deal, sell and trade in goods, wares, merchandise, and property of any and every kind, class and description and to carry on such business as franchisers, licensors, wholesalers, retailers, importers and exporters and to acquire all such merchandise, supplies, materials, trademarks, patents, copyrights, and other articles as shall be necessary or incidental to such business.

To act as consultants or advisors to others pertaining to purchasing and exporting of consumer goods.

To purchase, receive, lease or otherwise acquire, own, hold, improve, use, sell, mortgage, pledge, exchange and otherwise deal with real or personal property or any legal or equitable interest in property wherever located within or without the State of Florida, the United States and in foreign countries, necessary for the purposes herein expressed, including stores, shops, plants and commissaries to be used in connection with its business.

To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises and contracts of every kind; to cause to be formed, to promote and to aid in any way in the formation of any corporation, domestic or foreign.

To act as financial, business and purchasing agent or consultant for domestic and foreign corporations, individuals, partnerships, associations state governments or other bodies.

To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its corporation.

To issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times, or payable upon the happening of a specified event or events, secured or unsecured, from time to time, for monies borrowed, or in payment for the property acquired, or for any of the other objects or purposes of the corporation or for any of the objects of its business.

To confer upon the holders of any debentures, bonds or other evidences of indebtedness of the corporation, secured or unsecured, the right to convert the principal thereof into any preferred or common stock of the corporation, now or hereafter authorized, upon such terms and conditions as shall be fixed by the Board of Directors which may be judicious, subject, however, to the provisions of Article III hereof.

To enter into, make and perform contracts of every kind with any person, firm, association, partnership, syndicate, entity or corporation, domestic or foreign, municipality, body politic, county, territory, state, government, or colony or dependency thereof, domestic or foreign.

To have offices, conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories and colonies of the United States and in foreign countries, without restrictions as to place or amount. In general, to carry on any other business or enterprise and exercise all or any of the corporate powers which may be carried on or exercised by a corporation organized under Chapter 607,

Florida Statutes, as amended, except as forbidden by the laws of the State of Florida.

And further, to do and perform and cause to be done or performed each, any and all of the acts and things above enumerated, or otherwise granted or permitted by law and any and all other acts and things insofar as the same may be incidental to or included in any or all of the general powers given and to do all acts and things and conduct and carry on all business and enterprises to the same extent as any natural persons which is not specifically prohibited by the laws of the State of Florida, United States, any rule or regulation promulgated thereunder.

The said corporation may perform any part of its business outside the State of Florida, in other states, territories, or possessions of the United States and in all foreign countries.

ARTICLE XII

The corporation shall have further right and power from time to time to determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of this corporation (other than the stock book) or any of them shall be open to inspection by stockholders and no stockholder shall have any right of inspecting any account book or document of this corporation except as conferred by Statute, unless authorized by a resolution of the stockholders or Board of Directors.

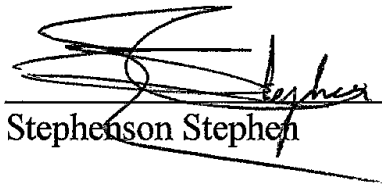
The corporation may in its bylaws confer power upon its board of directors or officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

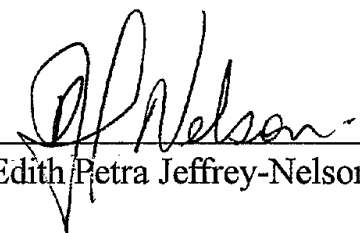
Both stockholders and directors shall have power, if the bylaws so provide, to hold their respective meetings and to have one or more offices within Florida and to keep the books of this corporation (subject to the provisions of the statutes of the State of Florida) outside the State of Florida, at such places as may from time to time be designated by the board of directors.

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or

hereafter prescribed by statute and all rights conferred upon stockholders herein are granted subject to this reservation.

DATED this 15 day of February, 1999.


Stephenson Stephen


Edith Petra Jeffrey-Nelson

CERTIFICATION OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE

FILED
99 JUN 14 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF F.S. 607.0501. THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE
LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

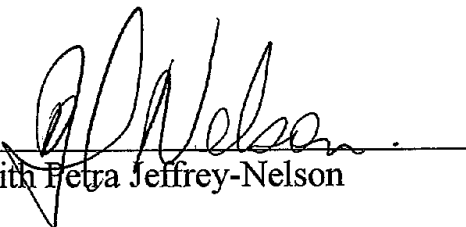
1. The name of the corporation is:

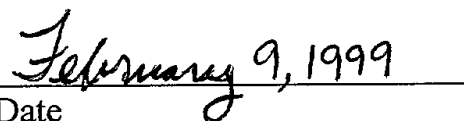
CURIOUS GOODS INTERNATIONAL, INC.

2. The name and address of the registered agent and office is:

Edith Petra Jeffrey-Nelson
c/o Auguste & Richards
8204 N. W. 12 Place
Miami, Florida 33147

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.


Edith Petra Jeffrey-Nelson


Date