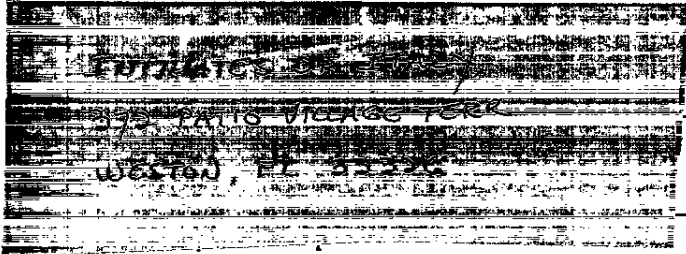


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Office Use Only

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

1. Interstates of Italy, Inc.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

- Walk in
 Pick up time _____
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<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

FILED
 99 JUL - 1 AM 11:12
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
INTIMATES OF ITALY, INC.**

FILED
99 JUL -1 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is **INTIMATES OF ITALY, INC.**

The principal place of business of this corporation shall be **372 Patio Village Terrace,
Weston, Florida 33326.**

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue **FIVE HUNDRED (500)** shares of **\$1.00** par value common stock, which shall be designated "Common Stock".

ARTICLE V - 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 VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is **372 Patio Village Terrace, Weston, FL 33326**, and the name of the initial registered agent of this corporation is **HAL A. BELL**.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have **TWO** directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than **ONE**.

The name and addresses of the initial directors of this corporation are:

Hal A. Bell

372 Patio Village Terrace

Weston, Florida 33326

Raul Martinez

418 Villa Bella Avenue

Coral Gables, Florida 33146

ARTICLE VIII - INDEMNIFICATION

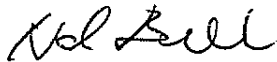
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX - INCORPORATOR

The names and addresses of the persons signing these articles are:

Hal A. Bell	372 Patio Village Terrace
President	Weston, Florida 33326
Raul Martinez	418 Villa Bella Avenue
Vice President	Coral Gables, Florida 33146

IN WITNESS WHEREOF, the undersigned subscribers have executed these articles of incorporation this 25th day of June, 1999.



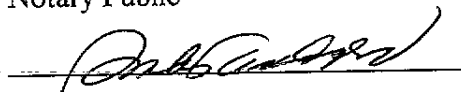
Hal A. Bell
President



Raul Martinez
Vice President

THE FOREGOING instrument was acknowledged and sworn to before me this 25th day of June, 1999, by Hal A. Bell and Raul Martinez of INTIMATES OF ITALY, INC.

Notary Public



My Commission Expires _____



ISABEL F. ANDRES
My Comm Exp. 3/12/00
Bonded By Service Ins
No. CC539257
1 Personally Known 1 Other I.D.
Raul Martinez
Fr. DL #
H635-720-
58-081-0

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA, NAMING AGENT UPON WHOM
SERVICE OF PROCESS MAY BE EFFECTIVE

FILED
99 JUL - 1 AM 11:12
CLERK OF STATE
TALLAHASSEE, FLORIDA

In compliance with section 607.034 of the Florida Statutes, the following is submitted:

INTIMATES OF ITALY, INC.

desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Weston, County of Broward, State of Florida, has named HAL A. BELL, located at 372 Patio Village Terrace, in the City of Weston, County of Broward, State of Florida, as its agent to accept service of process within the State of Florida.

Hal Bell

ACKNOWLEDGMENT

Having been named to accept service of process for the above mentioned corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and further agree to comply with the provisions of all Statues relative to the proper and complete performance of my duties.

Dated this 25th day of June, 1999

Resident and Registered Agent