

TRANSMITTAL LETTER  
P99000073066

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

500002928195--8  
-07/12/99--01043--013  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: SENSUALISIMA INTERNATIONAL MAGAZINE, INC.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

- \$70.00 Filing Fee
  - \$78.75 Filing Fee & Certificate of Status
  - \$78.75 Filing Fee & Certified Copy
  - \$87.50 Filing Fee, Certified Copy & Certificate of Status
- ADDITIONAL COPY REQUIRED**

FROM: MYRNA STERLING  
Name (Printed or typed)

4548 NW 98TH AV.  
Address

MIAMI, FL. 33178  
City, State & Zip

(305) 5914474  
Daytime Telephone number

99 AUG 16 AM 9:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
**FILED**

NOTE: Please provide the original and one copy of the articles.

~~WFF 16598~~

~~WFF~~

T BROWN AUG 17 1999

3



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

July 19, 1999

MYRNA STERLING  
4548 NW 98TH AVENUE  
MIAMI, FL 33178

SUBJECT: SENSUALISIMA INTERNATIONAL MAGAZINE INC.  
Ref. Number: W99000016598

We have received your document for SENSUALISIMA INTERNATIONAL MAGAZINE INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Teresa Brown  
Corporate Specialist

Letter Number: 699A00036989

**Articles of Incorporation  
of Sensualisima International Magazine, Inc.**

**FILED**  
99 AUG 16 AM 9:14  
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:

*ARTICLE I*

Name

The name of the corporation is **SENSUALISIMA INTERNATIONAL MAGAZINE, INC.**

*ARTICLE II*

**DURATION AND BEGINNING OF CORPORATE EXISTENCE**

The Corporation shall have a perpetual existence. The beginning of Corporate existence shall be the Date of the Filing.

*ARTICLE III*

PURPOSE

The Corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and the Florida Business Corporation Act and to engage in any business or transaction deemed necessary, convenient or incidental to carrying out any of such business within or without the United States.

*ARTICLE IV*

**CAPITAL STOCK**

The Corporation is authorized to issue 1000,00 shares of One Dollar (\$1.00) par value. The Corporation is authorized to have one class of stock designated as common stock. All the Common Stock, when issued, shall be fully paid and exempt from assessment

*ARTICLE V*

**INITIAL BOARD OF DIRECTORS**

The Corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in the By-Laws, but shall never be less than one (1).

The name and address of the Directors are:

NAME	ADDRESS
Miguel Benitez	8683 Lake Drive Apt. 3H-104, Miami, FL 33166
Maurizio M. Oronzo	9373 Fountainebleau Blvd. Apt. 232-K, Miami, Florida 33172
Massimiliano Palmieri	4356 NW. 116 <sup>th</sup> St., Miami FL 33178

*ARTICLE VI*

**OFFICERS**

The names of the initial officers of this corporation, who shall hold such office until his successor for such office shall have been duly elected and qualified, are:

President:	Miguel Benitez
Vice-President:	Maurizio M. Oronzo
Treasurer:	Massimiliano Palmieri

*ARTICLE VII*  
**REGISTERED OWNER**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

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

The name and street address of the initial registered office of the Corporation is Myrna Sterling, 4548 NW 98<sup>th</sup> Avenue Miami, Fl 33178

*ARTICLE IX*  
**PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the Corporation is 8674 NW 58<sup>th</sup> St. Miami, Fl 33166.

*ARTICLE X*  
**LAWS**

The Board of Director (s) of the Corporation shall have power, without the assent of vote the shareholders, to make, alter, amend or repeal the By-Laws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director (s) at the time of such action shall be necessary to take any action for the making alteration, amendment or repeal of the By-Laws.

*ARTICLE XI*  
**PREEMPTIVE RIGHTS**

Every Stockholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

*ARTICLE XII*  
**INDEMNIFICATION**

The Corporation shall indemnify any Officer or Director of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official

capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorneys fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

ARTICLE XIII

AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or in any amendment hereto, in accordance with the provisions of the Florida General Corporation act.

ARTICLE XIV

INCORPORATOR

The name and address of the Incorporator subscribing to these Articles of Incorporation is Massimiliano Palmieri, 4356 NW. 116<sup>th</sup> St., Miami Fl 33178

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 7<sup>th</sup> day of July, 1999



MASSIMILIANO PALMIERI

State of Florida                    )  
 County of Miami Dade            )

The foregoing instrument was acknowledged before me this 7<sup>th</sup> day of July, 1999, by Massimiliano Palmieri, who is personally known to me or who has produced FL D pu 56-544-76-266-0 as identification and who did/did not take an oath, and who, as Incorporator (s), executed the foregoing Articles of Incorporation of Sensualisima International Magazine, Inc. and acknowledged before me that she executed those Articles of Incorporation

*Beatriz Perez*  
 NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



**CERTIFICATE OF REGISTERED AGENT  
OF  
SENSUALISIMA INTERNATIONAL MAGAZINE, INC.**

**FILED**  
99 AUG 16 AM 9:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

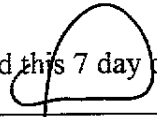
Pursuant to Sections 607.0501 and 607.0505 of the Florida Statutes, the following is submitted in compliance therewith:

That Sensualisima International Magazine, Inc. desiring to organize under the laws of the State of Florida with its principal office at 8674 NW 58<sup>th</sup> St. Miami, Fl 33166 has named Myrna Sterling at 4548 N.W. 98<sup>th</sup> St. Miami, Fl 33178, County of Miami Dade, State of Florida, agent to accept service of process within the State.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, Myrna Sterling accepts to act in this capacity. Myrna Sterling further agree to comply with the provisions of all statutes relating to the proper and complete performance of the duties, and is familiar with and accepts the obligations of the position as Registered Agent, including the obligations provided in Florida Statutes Section 607.0505 (1995)

Dated this 7 day of August, 1999

By:   
\_\_\_\_\_  
Myrna Sterling