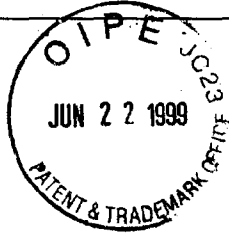


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OMB 0651-0027

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6.22.99*



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Execution Date  
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Name

Formerly

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Name

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**Statement and Signature**

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6-22-99

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Signature

Date Signed

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RENO, NEVADA 89502

**FILED**  
IN THE OFFICE OF THE  
SECRETARY OF STATE OF THE  
STATE OF NEVADA

MAR 26 1993

**ARTICLES OF INCORPORATION**

OF

CHEER, A. LAW SECRETARY OF STATE

jorst international di'sains inc.

No.

3451-93

The undersigned natural persons, acting as incorporators of a corporation under the provisions of Chapter 78 of the Nevada Revised Statutes, adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is:  
jorst international di'sains inc.

ARTICLE II

Authorized Shares and Pre-emptive Rights

Section 2.01. Number. The aggregate number of shares that the Corporation shall have authority to issue is one class of TWO THOUSAND FIVE HUNDRED (2,500) shares of capital stock.

Section 2.02. Pre-emptive Rights. Stockholders shall have pre-emptive rights pursuant to NRS 78.267.

ARTICLE III

Provisions for Regulations of the  
Internal Affairs of the Corporation

Section 3.01. Code of Bylaws. The initial Code of Bylaws of the Corporation shall be adopted by its Board of Directors. The power to alter, amend or repeal the Code of Bylaws, or to adopt a new Code of Bylaws, shall be reserved to the shareholders. The Code of Bylaws may contain any provision for the regulation and management of the affairs of the

Corporation not inconsistent with Chapter 78 of the Nevada Revised Statutes or these Articles of Incorporation.

Section 3.02. Transactions in Which Directors Have an Interest. Any contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any firm of which one or more of its directors are members or employees or in which they are interested, or between the Corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers or employees or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the Corporation, which acts upon or in reference to the contract or transaction, and notwithstanding his or their participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize or ratify the contract or transaction, the interested director or directors to be counted in determining whether a quorum is present and to be entitled to vote on such authorization or ratification. This section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

Section 3.03. Compensation of Directors. The Board of Directors is authorized to make provision for reasonable compensation to its members for their services as directors and to fix the basis and conditions upon which this Corporation shall pay

such compensation. Any director may also serve the Corporation in any other capacity and receive compensation therefor in any form.

Section 3.04. Amendments of Articles of Incorporation.

The Corporation reserves the right from time to time to amend, alter or repeal any provision in its Articles of Incorporation in any manner now or hereafter permitted by Chapter 78 of the Nevada Revised Statutes or any other applicable statute.

Section 3.05. Liability of Officers and Directors and

Right to Indemnification. No person shall have any personal liability to the corporation or its stockholders by reason of any action taken or omitted to be taken by him as an officer or director of the corporation for damages for a breach of fiduciary duty as an officer or director. This provision does not eliminate the liability of an officer or director for acts or omissions which involve intentional misconduct, fraud or a knowing violation of law, or the payment of dividends in violation of NRS 78.300.

Every person who was or is a party or is threatened to be made a party to, or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or a person of whom he is the legal representative is or was a director or officer of the corporation or is or was serving at the request of the corporation as a director or officer of another corporation, or as its representative in the partnership, joint venture, trust, or other enterprise shall be indemnified and held harmless to the fullest

extent legally permissible under the laws of the State of Nevada from time to time against all expenses, liability, and loss for and (including attorneys' fees, judgments, fines and amount paid or to be paid in settlement), reasonably incurred or suffered by him in connection therewith. Such right of indemnification shall be a contract by which may be enforced at any matter desired by any person. Such right of indemnification shall not be exclusive of any other right which such directors, officers, or representatives may have or hereafter acquire, and without limiting the generality of such statement, they shall be entitled to the respective rights of indemnification under any Bylaw, agreement, vote of stockholders, provision of law or otherwise, as well as their rights under this Articles.

Without limiting the application of the foregoing, the Board of Directors may adopt Bylaws from time to time with respect to the indemnification to provide at all times the fullest indemnification permitted by laws of the State of Nevada and may cause the corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise for any liability asserted against such person and liability and expenses incurred by him in any such capacity or arising out of such status, whether or not the corporation has the authority to indemnify such person.

Section 3:06. Quorum. A quorum of the stockholders for

a stockholders meeting or other action shall be a majority.

ARTICLE IV

Registered Office and Initial Registered Agent

Section 4.01. Registered Office. The address of the registered office of the Corporation is 100 West Liberty Street, Suite 750, Reno, Nevada 89501. The Corporation may conduct all or part of its business in any other part of the State of Nevada.

Section 4.02. Registered Agent. The Registered Agent of the Corporation is Stephen C. Mollath, 100 West Liberty Street, Suite 750, Reno, Nevada 89501.

ARTICLE V

Data Respecting Directors

Section 5.01. Governing Board. The members of the governing board of the Corporation shall be styled directors.

Section 5.02. Initial Board of Directors. The initial Board of Directors shall consist of one (1) member. Board members need not be residents of the State of Nevada or shareholders of the Corporation.

Section 5.03. Names and Addresses. The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders, or until their successors shall have been qualified and elected are as follows:

<u>Name</u>	<u>Address</u>
Lisa Klopp	4185 Caughlin Parkway Reno, Nevada 89509

Section 5.04. Increase or Decrease of Directors. The number of directors of the Corporation shall not be less than one

(1). Subject to this limitation, the number of directors may be increased or decreased from time to time by amendment of the Code of Bylaws; but no decrease shall have the effect of shortening the term of any incumbent director. In the absence of a provision in the Code of Bylaws fixing the number of directors, the number shall be three (3).

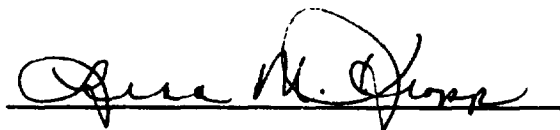
ARTICLE VI

Data respecting the Incorporators

The names and addresses of the incorporators of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Lisa Klopp	4185 Caughlin Parkway Reno, Nevada 89509

EXECUTED at Reno, Nevada, on the 26<sup>th</sup> day of February, 1993.

  
\_\_\_\_\_

RECEIVED

MAR 17 1993

Secretary of State



STATE OF NEVADA            )  
                                  ) ss.  
COUNTY OF WASHOE        )

On the 26<sup>th</sup> day of February, 1993, personally appeared before me, a Notary Public, LISA KLOPP, who acknowledged to me that she executed the foregoing Articles of Incorporation.

Joan Atkinson  
NOTARY PUBLIC



RECEIVED  
MAR 01 1993  
Secretary of State

RECEIVED  
MAR 17 1993  
Secretary of State

( \$ 175. - )

**FILED**  
IN THE OFFICE OF THE  
SECRETARY OF STATE OF THE  
STATE OF NEVADA

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

(After Issuance of Stock)

Filed by:

OCT 06 1998

Jorst International Dizains, Inc.

Name of Corporation

No. 03451-93 We the undersigned Charlotte Jorst and  
President or Vice President

Dean Heller Henrik Jorst of Jorst International Dizains, Inc.  
DEAN HELLER, SECRETARY OF STATE Secretary of State Name of Corporation

do hereby certify:

That the Board of Directors of said corporation at a meeting duly convened, held on the 11<sup>th</sup>  
day of June, 1998, adopted a resolution to amend the original articles as follows:

Article 1 is hereby amended to read as follows:

The name of the corporation is:  
Skagen Designs, Ltd.

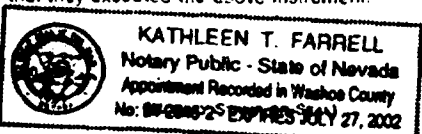
The number of shares of the corporation outstanding and entitled to vote on an amendment to the Articles of Incorporation is 250; that the said change(s) and amendment have been consented to and approved by a majority vote of the stockholders holding at least a majority of each class of stock outstanding and entitled to vote thereon.

X [Signature]  
President or Vice President  
X [Signature]  
Secretary of State

State of NEVADA  
County of WASHOE } ss.

On 9/18/98, personally appeared before me, a Notary Public,

HENRIK JORST AND CHARLOTTE JORST who acknowledged  
Names of Persons Appearing and Signing Document

that they executed the above instrument.  


[Signature]  
Signature of Notary

\* Only the President or Vice President's signature need to be acknowledged.

09/29/1998 10:33 AM KB F799-000-17000