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FLORIDA PROFIT CORPORATION OR P.A.

FASHION FOCUS ACCESSORIES, INC.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 20, 2000

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION

OF

FASHION FOCUS ACCESSORIES, INC.

The undersigned incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is **FASHION FOCUS ACCESSORIES, INC.** (the "Corporation").

ARTICLE II

The street address of the initial principal office and mailing address of the Corporation is 3300 Rice Street, Suite 6, Coconut Grove, FL 33133.

ARTICLE III

The Corporation is authorized to issue 100 shares of common stock of \$0.01 par value per share.

ARTICLE IV

The street address of the initial registered office of the Corporation is 3840 Utopia Court, Coconut Grove, FL 33133, and the registered agent at that address is Sherrill Wilner.

Steve L. Wasserstein
FL. Bar No. 0926992
Broad and Canal
500 East Broward Boulevard
Suite 1130
Fort Lauderdale, Florida 33394

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ARTICLE V

The name and address of the incorporator of the Corporation is Sherrill Willner, 3840 Utopia Court, Coconut Grove, FL 33133.

ARTICLE VI

The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE VII

The Corporation expressly elects not to be governed by either Section 607.0901 or 607.0902 of the Florida Business Corporation Act, as each may be amended from time to time, relating to affiliated transactions and control share acquisitions.

The undersigned incorporator has executed these Articles of Incorporation this 19 day of October, 2000.



SHERRILL WILLNER, Incorporator

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ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

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.

Sherrill Willner
SHERRILL WILLNER

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