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USA CORPORATE SERVICES INC.

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION

DOWNTOWN FASHION, INC.

Certificate of Status	0
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*Articles of Incorporation
Of*

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DOWNTOWN FASHION, INC.

- 1. The name of the corporation is:
DOWNTOWN FASHION, INC.
- 2. The purposes for which the corporation is formed are is to engage in any act or activity for which corporations may be formed under the General Corporations Law, provided that the corporation shall not engage in any act or activity which requires the consent or approval of any State official, department, board, agency or any other body, without first having obtained such consent.

For the accomplishment of the aforesaid purposes, and in furtherance thereof, the corporation shall have and may exercise all of the powers conferred by the General Corporation Law upon corporation formed thereunder, subject to any limitations contained in any statute of the State of Florida.

- 3. The name and address of the initial registered agent of the corporation is:
Umit Gurbuz, 68 E. Flagler Street, Miami, FL 33131
- 4. The principal place of business of the corporation is:
68 E. Flagler Street, Miami, FL 33131
- 5. The mailing address of the corporation is:
662 Dell Road, Carlstadt, NJ 07072
- 6. The names, address and titles of the Directors/Officers are as follows:
Umit Gurbuz, 68 E. Flagler Street, Miami, FL 33131 - President
Serdar Ayberk, 825 W. End Ave., New York, NY 10025 - Vice President
Irfan Aras, 97 Pleasant Hill Rd., Chester, NJ 07930 - Treasurer
Erbil Yilmaz, 65 Chestnut Ct., Cedar Grove, NJ 07009 - Secretary
- 7. The aggregate number of shares which the corporation shall be authorized to issue is
1000 shares with no par value.

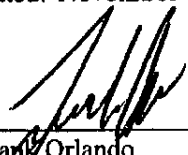
- 8. The name and address of the incorporator is:

Frank Orlando, c/o USA Corporate Services Inc., 46 State Street, 3rd Fl., Albany, NY 12207

- 9. The corporation to exist perpetually.

In Witness Whereof, the undersigned incorporator, being over the age of 21, has executed this certificate.

Dated: November 6, 2008



 Frank Orlando
 USA Corporate Services Inc.
 Incorporator

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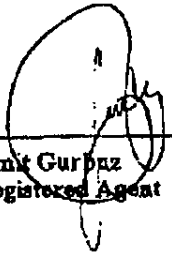
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Acceptance of Appointment as Registered Agent

I, **Umit Gurbuz**, do hereby accept appointment as Registered Agent of
DOWNTOWN FASHION, INC.

and am familiar with the provisions of section 607.325 of the Florida General Corporation Act.

Dated: November 6, 2008



Umit Gurbuz
Registered Agent

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