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7/11/96

JANI E. MAURER

Requester's Name

1489 W. Palmetto Park Rd. #440

Address

Boca Raton FL 33486

City State Zip Phone

(407) 392-4142 B

VALIDATION ONLY

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96 JUL 17 PM 1:12
TALLAHASSEE, FLORIDA

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****122.50 ****122.50

CORPORATION(S) NAME

COUTURE du JOUR, INC.

(X) Profit
( ) NonProfit ( ) Amendment ( ) Merger

( ) Foreign ( ) Dissolution ( ) Mark

( ) Limited Partnership ( ) Annual Report ( ) Other
( ) Reinstatement ( ) Reservation ( ) Change of Registered Agent

(X) Certified Copy ( ) Photo Copies ( ) Certificate Under Seal

( ) Call When Ready ( ) Call If Problem ( ) After 4:30
(X) Walk In ( ) Will Wait (X) Pick Up ( ) Mail Out

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CERTIFIED COPY

JUL 17 1996

W96-14693

CR2E031 (R8-85)

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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96 JUL 17

July 12, 1996

EMPIRE

TALL, FL 32301

SUBJECT: COUTURE DU JOUR, INC. — Eng Trans. Fashions of the Day
Ref. Number: W96000014643

We have received your document for COUTURE DU JOUR, INC. and your check(s) totaling $122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please provide an English translation for the entity's name in your cover letter.

Please return 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 (904) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 396A00034015

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ARTICLES OF INCORPORATION

OF

COUTURE du JOUR, INC.

The undersigned, being over the age of eighteen (18) years, a citizen of the United States of America and competent to contract, hereby presents these Articles for the formation of a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this Corporation shall be:

COUTURE du JOUR, INC.

ARTICLE II

The general nature of the business or businesses to be transacted by this Corporation shall be:

(1) To engage in the design, manufacture and sale of slip covers and upholstery.

(2) To buy and otherwise acquire, sell, produce, manufacture and dispose of all kinds of raw or finished materials, merchandise, commodities, machinery, tools and products, including, but not limited to, any and all of the foregoing items required for the above.

(3) To engage generally in any form of manufacturing or mercantile enterprises not contrary to law.

(4) To acquire or rent, lease, improve and convey lands and lands under water and riparian, dock and maritime rights, to construct docks, drydocks, wharves, piers, basins, derricks, elevators, warehouses, manufactories, stores, shops, tracks and

Jani E. Maurer, Esq.,
1489 W. Palmetto Park Road, Suite 440
Boca Raton, Florida 33486
Florida Bar No. 396478
Telephone No. (407)392-4142

other structures thereon; and to rent, lease and convey the same; to buy, sell, store, manufacture, import and export merchandise, machinery and products; to build, own, repair charter ships and vessels and afford them dockage; to commission, own, buy and sell such ships and vessels, and generally to carry on a land improvement, real estate, dock, shipping and merchandise business.

(5) To act as agent or representative of corporations, firms and individuals.

(6) To make and enter into all kinds of contracts, agreements and obligations by or with any person or persons, corporation or corporations, or other entities, for the purchasing, acquiring, holding, manufacturing and selling or otherwise disposing or, either as a principal or agent, upon commission or otherwise, any articles of personal property whatsoever, and generally with full power to perform any and all acts connected therewith or arising therefrom or incidental thereto, and any and all acts proper or necessary for the purposes of the business.

(7) To carry on and undertake any business, undertaking, transaction or operation commonly carried on or undertaken by merchants, commission men, factors, importers and manufacturers' agents, and, in the course of such business, to draw, accept, endorse, acquire and sell all or any negotiable or transferable instruments and securities.

(8) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges, or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or any other lawful objects.

(9) To guaranty, purchase, hold, sell, transfer, assign, mortgage, pledge or otherwise dispose of the shares of the capital stock of or any bonds, securities or evidences of indebtedness of a corporation created by any other state or government, and, while owner of such stock, to exercise all rights, powers and privileges of ownership, including the right to vote thereon.

(10) To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; and provided further that shares of its own capital stock owned by the corporation shall not be voted upon, directly or indirectly, nor counted as outstanding

for the purpose of any stockholders' quorum or vote.

(11) To purchase or otherwise acquire, directly and/or through ownership of stock of any corporation, all or any part of the business, good will, rights, property and assets of all kinds, of any corporation, association, partnership or individual, and to pay for the same in cash, with the stock of this corporation, bonds, or otherwise, and to hold or in any manner dispose of the whole or any part of the property so purchased; or to conduct in any lawful manner the whole or any part of the business so acquired, provided that such business is not a prohibited exercise of its corporate power, and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

Without limiting any of the objects and powers of the corporation, it is expressly declared and provided that the Corporation shall have power in carrying on its business or for the purpose of attainment of any of the objects hereinabove mentioned, to make and perform contracts of any kind and description and do any and all other acts and things and to exercise any and all other powers, either as principal, agent or broker, conferred by the laws of the State of Florida upon corporations formed under the pertinent Statutes of the State of Florida which a co-partnership or natural person could do and exercise and which are now or hereafter may be authorized by law; but it is expressly provided that nothing in this certificate contained shall confer upon the Corporation any power requiring the exercise of the right of eminent domain.

ARTICLE III

STOCK. The maximum number of shares outstanding at any one time shall be One Hundred (100) shares at par value of One ($1.00) Dollar per share.

ARTICLE IV

CAPITAL. The corporation shall begin business with not less than the sum of One Hundred and No/100 ($100.00) Dollars.

ARTICLE V

CORPORATE EXISTENCE. The corporation shall have perpetual existence and shall commence business upon issuance of a Certificate by the Secretary of State.

ARTICLE VI

POST OFFICE ADDRESS. The principal office or place of business of the corporation shall be: 21346 St. Andrews Boulevard, Suite 209, Boca Raton, Florida 33433, or such other places as may be designated by the Board of Directors.

ARTICLE VII

REGISTERED AGENT AND REGISTERED OFFICE. The registered office for the corporation and the registered agent for the corporation are as follows:

Jani E. Maurer, Esq.
1489 W. Palmetto Park Road
Suite 440
Boca Raton, Florida 33486

ARTICLE VIII

NUMBER OF DIRECTORS. The number of Directors shall be not less than one (1) nor more than four (4), the presence of all of whom, in person or by proxy, shall be required in order to constitute a quorum at any meeting of the Board of Directors.

ARTICLE IX

NAMES AND ADDRESSES OF DIRECTORS. The name and address of the first Board of Directors of the corporation is as follows:

Abby Waters
21346 St. Andrews Boulevard

Suite 209
Boca Raton, Florida 33433

ARTICLE X

OFFICERS. The names and post office addresses of the officers of the corporation are as follows:

Abby Waters 21346 St. Andrews Boulevard Suite 209 Boca Raton, Florida 33433	President, Treasurer and Secretary

ARTICLE XI

NAME AND POST OFFICE ADDRESSES OF SUBSCRIBER. The name and post office address of the Subscriber to these Articles of Incorporation and the number of shares of stock which she agrees to take are as follows:

NAME	ADDRESS	NUMBER SHARES
Abby Waters	21346 St. Andrews Boulevard Suite 209 Boca Raton, Florida 33433	100

The proceeds of the stock subscribed to will amount to at least One Hundred and No/100 ($100.00) Dollars.

ARTICLE XII

PREEMPTIVE RIGHTS. Every shareholder, upon the sale for cash of any net 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 XIII

BY-LAWS. The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE XIV

INDEMNIFICATION. (a) The corporation shall indemnify any person made a party to any action by or in the right of the Corporation to procure a judgment in its favor by reason of being or having been a director or officer of the Corporation, or any other corporation which they served as such at the request of the Corporation, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by them in connection with the defense or settlement of such action, or in connection with any appeal therein, except in relation to matters as to which such director or officer is adjudged to have been guilty of gross negligence or misconduct in the performance of their duty to the Corporation.

(b) The Corporation shall indemnify any person made a party to an action, suit or proceeding other than one by or in the right of the Corporation to procure a judgment in its favor, whether civil or criminal, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of director or officer of the Corporation, or of any other corporation which they served as such at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such director or officer acted in good faith in the reasonable belief that such action was in the best interest of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any civil or criminal action, suit or proceeding by judgment, settlement, conviction or upon a plea of nolo contendere shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Corporation or that they had reasonable grounds for belief that such action was unlawful.

(c) Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Laws, agreement, vote of stockholders or otherwise.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Boca Raton, Palm Beach County, Florida, for the uses and purposes aforesaid, this 9 day of July, 1996.

Abby Waters
ABBY WATERS

STATE OF FLORIDA :
COUNTY OF PALM BEACH :

The foregoing instrument was signed and acknowledged before me on this 9th day of July, 1996 by Abby Waters, who is personally known to me ~~or who produced~~ ________ ~~as identification, and who did/did not take an oath.~~

PJ Mahoney
Notary Public, State of Florida
Print name: PJ MAHONEY

(seal) NOTARY PUBLIC PJ Mahoney No. CC252696 Comm. Exp. 1/13/97 STATE OF FLORIDA

My Commission Expires: 01/13/97

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

The Incorporation of COUTURE du JOUR, INC. in accordance with chapter 607.034, Florida Statutes, hereby designates its place of business for the service of process and agent upon whom process may be served as follows:

THAT, COUTURE du JOUR, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation located in Boca Raton, State of Florida, herein designates and names Jani E. Maurer, whose address is 1489 West Palmetto Park Road, Suite 440, Boca Raton, Florida 33486, as its agent to accept service of process within the state.

Abby Waters
ABBY WATERS

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ACCEPTANCE

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

Jani E. Maurer
JANI E. MAURER