

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

EFFECTIVE DATE
1-1-94

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <u>AMP</u>	_____	_____	_____

WALK-IN Will Pick Up 12/24/1100

See 12/24

PAID 103229

RE: Forward Fashions Inc.

	C.C. FEE.	DISBURSED
Capital Express™	_____	_____
<input checked="" type="checkbox"/> Art. of Inc. File	_____	_____
Corp. Record Search	_____	_____
Ltd. Partnership File	_____	_____
Foreign Corp. File	_____	_____
<input checked="" type="checkbox"/> Art. Copy(s)	_____	_____
Art. of Amend. File	_____	_____
Dissolution/Withdrawal	_____	_____
C U S-	_____	_____
Fictitious Name File	_____	_____
Name Reservation	_____	_____
Annual Report/Reinstatement	_____	_____
Reg. Agent Service	_____	_____
Document Filing	_____	_____
Corporate Kit	_____	_____
Vehicle Search	_____	_____
Driving Record	_____	_____
Document Retrieval	_____	_____
UCC 1 or 3 File	_____	_____
UCC 11 Search	_____	_____
UCC 11 Retrieval	_____	_____
File No.'s, _____ Copies	_____	_____
Courier Service	_____	_____
Shipping/Handling	_____	_____
Phone () _____	_____	_____
Top Priority	_____	_____
Express Mail Prep.	_____	_____
FAX () _____ pgs.	_____	_____
SUBTOTALS	_____	_____

488892027224-3
 -12/24/96--01/25--011
 *****70.00 *****70.00

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 96 DEC 24 AM 11:59
 FILED

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

RECEIVED
 96 DEC 24 AM 10:10
 DIVISION OF CORPORATIONS

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

EFFECTIVE DATE

1-1-97

ARTICLES OF INCORPORATION
OF
FORWARD FASHIONS, INC.

FILED
96 DEC 24 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator, hereby adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the laws of the State of Florida, as follows:

ARTICLE I
Names

The name of the Corporation is: FORWARD FASHIONS, INC.

ARTICLE II
Term of Existence

The date when corporate existence shall commence shall be the First Day of January, 1997, and the Corporation shall have perpetual existence thereafter.

ARTICLE III
Nature of Business

The Corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV
Powers

The Corporation shall have power:

- (a) To have perpetual succession by its corporate name;
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

(e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

(f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law;

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other governmental state, territory, governmental district, or municipality or of any instrumentality thereof;

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the State of Florida;

(k) To elect or appoint officers and agents for the Corporation including teachers, administrative personnel and other persons and define their duties and fix their compensation;

(l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of the State of Florida, for the administration and regulation of the affairs of the Corporation;

(m) To make donations for the public welfare or for charitable, scientific or educational purposes;

(n) To transact any lawful business which the Board of Directors of the Corporation shall find will be in aid of the governmental policy;

(o) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, health plans, medical plans, dental plans, insurance plans and other incentive or benefit plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of any subsidiaries it may have;

(p) To be a promoter, incorporator, general or limited partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise;

(q) To have and exercise all powers necessary or convenient to effects its purposes.

ARTICLE V **Capital Stock**

The Corporation is authorized to issue 10,000 shares having a par value of one cent (\$00.01) per share, and which shall be designated as Common Stock.

ARTICLE VI **Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is c/o Gross and Moore, 5530 First Avenue North, St. Petersburg, Florida 33710, and the name of its initial registered agent at such address is Charles G. Moore.

ARTICLE VII **Directors**

The Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation shall always have at least one(1) but no more than ten (10) directors. The name and address of the initial director of the Corporation, who shall serve until his successors are duly elected and qualified, is:

<u>Name</u>	<u>Address</u>
Stacey N. Steinfeld	401 Mandalay Avenue Clearwater Beach, Florida 34630
Phillip Steinfeld	401 Mandalay Avenue Clearwater Beach, Florida 34630

ARTICLE VIII

Incorporator

The name and address of the incorporator signing these Articles of Incorporation is: Philip Steinfeld, 401 Mandalay Avenue, Clearwater Beach, Florida 34630.

ARTICLE IX

Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Corporation's Board of Directors.

ARTICLE X

Indemnification

The Corporation shall indemnify any director or officer or any former director of officer, to the fullest extent permitted by law.

ARTICLE XI

Preemptive Rights

Each shareholder of the Corporation shall have the first right to purchase shares (and any securities convertible into such shares) of any class, kind or series of the Corporation's capital stock that may from time to time be issued, whether or not presently authorized, including treasury shares, in the ratio that the number of shares such shareholder holds at the time of issuance bears to the total number of share then outstanding, exclusive of treasury shares. Any shareholder's preemptive rights shall be waived if such shareholder does not exercise his or her preemptive rights by tendering full payment to the Corporation within thirty (30) days of receipt of written notice from the Corporation stating the prices, terms and conditions for the sale of such shares (or securities convertible into such shares). A shareholder may also waive his or her preemptive rights by affirmative written notice of waiver within thirty (30) days of receipt of notice of the Corporation's issuance of shares.

ARTICLE XII

Amendment

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XIII

Principle Place of Business

The principal place of business and mailing address of this corporation shall be 401 Mandalay Avenue, Clearwater Beach, Florida, 34630.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles this 20 day of December, 1996.

Philip Steinfeld
Philip Steinfeld
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 20th day of December, 1996, by Philip Steinfeld, who is personally known to me or who has produced _____ as identification and who did/did not take an oath.



DEBRA S. WADKINS
My Comm Exp. 10/26/98
Bonded By Service Ins
No. CC416965
 Personally Known Other I. D.

Debra S. Wadkins
Notary Public
My Commission Expires:

[SEAL]

Debra S. Wadkins
Print Name

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of any duties.

Dated: 12-23-96

Charles G. Moore
Charles G. Moore