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COVER LETTER

January 1, 1999

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

800002739118--6
-01/13/99--01019--011
****122.50 *****78.75

Re: Seductive Wear, Inc.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$ 122.50.

This represents the cost of the Filing Fees of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very Truly Yours

Robert R. Steele

Robert R. Steele, President

Seductive Wear, Inc.
5403 Harbour Castle Dr
Ft. Myers, FL 33907

Telephone (941) 454-5340

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 13 PM 4:09

FILED JAN 14 1999

ARTICLES OF INCORPORATION

OF

Seductive Wear, Inc.

FILED
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DIVISION OF CORPORATIONS
99 JAN 13 PM 4:09

Article I Name

The name of the corporation shall be: Seductive Wear, Inc.

Article II Principal Office

The principal place of business and mailing address of this corporation shall be:

5403 Harbour Castle Dr

Ft. Myers, FL 33907

Article III Shares

The number of shares of stock that this corporation is authorized to have outstanding at any time is:

100 Shares-Common @ \$ 1.00 Par Value

Article IV Initial Registered Agent and Address

The name and address of the initial registered agent is:

Robert R. Steele
5403 Harbour Castle Dr
Ft. Myers, FL 33907

ARTICLES OF INCORPORATION
OF

Seductive Wear, Inc.

Article V Incorporators

The name and address of the Incorporator to these Articles of Incorporation is:

Robert R. Steele
5403 Harbour Castle Dr
Ft. Myers, FL 33907

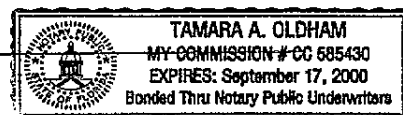
The undersigned Incorporator has executed these Articles of Incorporation this

6th day of January, 19 99

Robert R. Steele

Robert R. Steele AD 5346776560110

Tamara A. Oldham
Witness



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 JAN 13 PM 4:09

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501 or 617.0501, Florida statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered agent, in the state of Florida

1. The name of the corporation is: **Seductive Wear, Inc.**
2. The name and address of the registered agent/registered office is:

**Robert R. Steele
5403 Harbour Castle Dr
Ft. Myers, FL 33907**

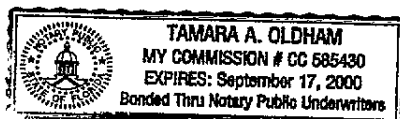
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Robert R. Steele
Robert R. Steele RA S340776560110

01/06/99
Date

Tamara A. Oldham
Witness

1-6-99
Date



ARTICLES OF INCORPORATION
OF

Seductive Wear, Inc.

Article VI Shareholder Percentages

Robert R. Steele-51%

Elayne M. Steele-49%

Article VII Rights and Responsibilities

Shareholders shall have no preemptive rights

To the extent allowed by law, the shareholders and officers of the corporation assume no personal liability.

Article VIII Officers of the Corporation

Robert R. Steele-President

Elayne M. Steele-Treasurer