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TRANSMITTAL LETTER

FILED

02 MAY 17 PM 1:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

SUBJECT: URBAN PROFILE, INC.

200005557382--6
-05/17/02--01044--014
*****78.75 *****78.75

Enclose is an original and one (1) copy of the articles of Incorporation and a check for:

() \$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

() \$122.50
Filing Fee
& Certified Copy

() \$131.25
Filing Fee
& Certified Copy

From:

SHERITA BLAYLOCK

Name (Print or Type)

5000-16 NORWOOD AVENUE

Address

JACKSONVILLE, FLORIDA 32208

City, State & Zip

904-765-9107

Daytime Telephone Number

CBS-30

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming an Corporation under the Florida Business Corporation Act, hereby Adopt(s), the following Articles of Incorporation.

ARTICLE I- NAME

The name of the corporation shall be: Urban Profile, Inc., hereafter referred to as the corporation. The corporation is an entity engaged in Retail Clothing and related activities pursuant to all Florida Statutes pertaining to such activity.

ARTICLE II-PRINCIPAL OFFICE

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

5000-16 Norwood Ave.
Jacksonville, Fl. 32208

ARTICLE III- SHARES

The number of shares the corporation is authorization to issue is ten (10), common shares at three dollar, (\$3.00), per value each. The corporation is authorized to issue more than one class of shares. The relative rights, preferences, and limitations of the shares of each class, and each series within a class will be determined prior to issuance by a majority vote of the stock holders of record. The initial shares issued will be authorized by the incorporator(s) of record.

ARTICLES IV-AMENDMENTS AND BY LAWS

Amendments to the Articles of Incorporation will be voted on and approved by majority of the stockholders of record. By-laws to the corporation will be established as needed by the Board of Directors and when deemed necessary, voted on by the stockholders of record.

ARTICLES V-INITIAL REGISTERED AGENT & ADDRESS

The name and Address of the initial registered agent is: Sherita Blaylock
I hereby am familiar with and accept the duties and responsibilities as registered agent.

Sherita Blaylock
5000-16 Norwood Ave.
Jacksonville, Florida 32208



ARTICLES OF INCORPORATION

ARTICLES VI- INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):


Sherita Blaylock
5000-16 Norwood Ave.
Jacksonville, Fl. 32208

ARTICLES VII- OFFICERS & DIRECTORS

Sherita Blaylock, President
Bland Flowers, Vice President

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this:

_____ 9th _____ day of _____ May _____, 2002.



Signature