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F. O'Hanlon MAY 13

FASHION SHOWCASE, INC.

**11111 Biscayne Blvd., Suite 1204
North Miami, Florida 33161**

April 10, 2003

**Department of State
Division of Corporations—Non-Profit Section
P. O. Box 6327
Tallahassee, FL 32314**

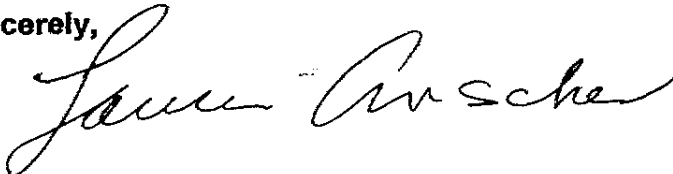
To Whom It May Concern:

I enclose an original and two copies of the proposed Articles of Incorporation of Fashion Showcase, Inc.

Please file the Articles of Incorporation and return a Certificate of Incorporation and a Certified Copy to me at the above address.

A check in the amount of \$87.50 covering total filing and processing fees, a Certified Copy, and a Certificate of Incorporation) is enclosed, made payable to the Department of State.

Sincerely,

A handwritten signature in black ink, appearing to read "Lauren Anscher", written in a cursive style.

**Lauren Anscher
Registered Agent/Incorporator**

Enclosures 4

ARTICLES OF INCORPORATION

In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be **Fashion Showcase, Inc.**

ARTICLE II PRINCIPLE OFFICE

The principle place of business and mailing address of this corporation shall be **11111 Biscayne Blvd., Suite. 1204, North Miami, Florida 33161.**

ARTICLE III PURPOSE

This corporation is a not-for-profit public benefit corporation and is not organized for the private gain of any person. The corporation is organized under the Nonprofit Public Benefit Corporation Law for charitable and educational purposes. **This non-profit corporation's purpose is to provide developing South-Florida talent seeking entry into the world of fashion (encompassing all it's varied art forms and diverse technologies) with career-building and networking assistance. Special attention will be directed toward South Florida's minority/low-income populations.**

This corporation is organized and operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation (1) exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) contributions which are deductible under Section 170(c)(2) of the Internal Revenue Code. "

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected is by ballot at the annual meeting of the corporation.

ARTICLE V INITIAL DIRECTORS/OFFICERS

Chair, Director, Lauren Anscher, 11111 Biscayne Blvd., Suite 1204, North Miami, Florida 33161.
Director, Kimberly Goedde, 468 N. E. 206 Lane, #209, North Miami Beach, Florida 33179
Director, John Gordon, 11111 Biscayne Blvd., Suite 1201, North Miami, Florida 33161

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is **Lauren Anscher, 11111 Biscayne Blvd., Suite 1204, North Miami, Florida 33161.**

ARTICLE VII: ASSETS OF THE CORPORATION

"No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make

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payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code."

ARTICLE VIII: DISSOLUTION OF CORPORATION

"Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes."

ARTICLE IX: DATE OF ADOPTION

These Articles of Incorporation were adopted by the Incorporators who are listed and have signed below on April 2, 2003.


Lauren Anscher, Chair, Director

April 2, 2003

Date


Kimberly Goedde, Director

April 2, 2003

Date

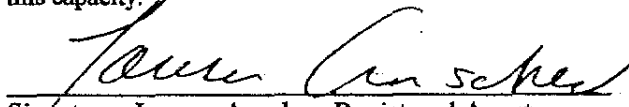

John Gordon, Director

April 2, 2003

Date

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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Signature--Lauren Anscher, Registered Agent

April 2, 2003

Date