

Division of Corporations

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Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FLORIDA INCORPORATORS, INC.
Account Number : 075350000473
Phone : (305) 661-8503
Fax Number : (603) 761-7427

FLORIDA PROFIT CORPORATION OR P.A.

Fashion Source Direct, Inc.

Certificate of Status	0
Certified Copy	1
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S. McKnight JAN 20 2000

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Articles Of Incorporation

Of

Fashion Source Direct, Inc.

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST: The name of the corporation is Fashion Source Direct, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State.

FOURTH: The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act.

FLORIDA INCORPORATORS, INC.
1221 BRICKEILL AVE, STE. 900
MIAMI, FL 33131
(305) 661-8503

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FIFTH: The aggregate number of shares which the corporation shall have authority to issue is ONE THOUSAND (1,000) SHARES of capital stock, \$.001 par value each.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is ONE (1) and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until his successor is elected and qualified is:

Gene Bortnick
79 Thoroughbred Drive
Holland, PA 18966

SEVENTH: The name and address of the incorporator is:

Mark Hankins
501 Caligula Avenue
Coral Gables, Fl 33146

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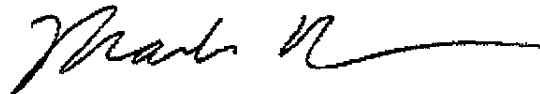
EIGHTH: The name and address of the initial
registered agent and the initial registered office is:

Florida Incorporators, Inc.
1221 Brickell Avenue, Suite 900
Miami, FL 33131

NINTH: The mailing address and principal office of
the corporation is:

Fashion Source Direct, Inc.
79 Thoroughbred Drive
Holland, PA 18966

DATED: January 20, 2000

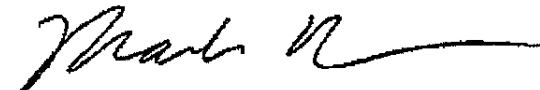


MARK HANKINS
Incorporator

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and
responsibilities as registered agent of the corporation.

FLORIDA INCORPORATORS, INC.

By: 
MARK HANKINS, President