

Division of Corporations

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Florida Department of State

Division of Corporations

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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 direct international, inc.

Certificate of Status	0
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DIVISION OF CORPORATIONS
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! B. McKnight, JAN 26 2000

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Articles Of Incorporation
Of

Fashion Direct International, 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
Direct International, 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 BRICKELL 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 TWO (2) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

Michael Bortnick
801 Brickell Ave., 9th Floor
Miami, FL 33131

Hannah Bortnick
801 Brickell Ave., 9th Floor
Miami, FL 33131

SEVENTH: The name and address of the incorporator is:

Mark Hankins
501 Caligula Avenue
Coral Gables, Fl 33146

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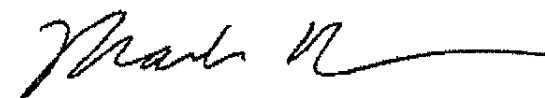
EIGHTH: The name and address of the initial
registered agent and the initial registered office is:

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

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

Fashion Direct International, Inc.
801 Brickell Ave., 9th Floor
Miami, FL 33131

DATED: January 26, 2000

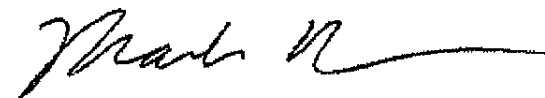


MARK HANKINS
Incorporator

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