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SERBER & ASSOCIATES, P.A.

2031 N.E. 21st STREET
NORTH MIAMI BEACH, FLORIDA 33179
TELEPHONE (305) 932-6262
TELECOPY (305) 933-9393

March 15, 2000

Secretary of State
Florida Division of Corporations
Tallahassee, Florida 32314

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-03/20/00--01133--001
*****87.50 *****87.50

Re: FASHION DEPOT.COM CORP.

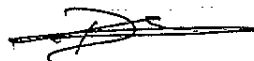
Gentlemen:

Enclosed are two (2) original executed Articles of Incorporation for the above-captioned corporation. Also enclosed is our check in the amount of \$87.50 for the following fees:

Filing Fees	\$35.00
Certified Copies	\$ 8.75
Registered Agent Designation	\$35.00
Certificate of Good Standing	<u>\$ 8.75</u>
TOTAL	\$ 87.50

Please return a certified copy of the Articles of Incorporation to the undersigned as soon as they are filed.

Very truly yours,



Daniel J. Serber, Esq.

Enclosures
CORP1./DJS/tfk/38

FILED
00 MAR 20 PM 4:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN MAR 23 2000

ARTICLES OF INCORPORATION OF

FASHION DEPOT.COM CORP.

ARTICLE I.

CORPORATE NAME

The name of this corporation shall be:

FASHION DEPOT.COM CORP.

ARTICLE II.

NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III.

CAPITAL STOCK

This Corporation is authorized to issue a maximum of One Thousand (1,000) shares of common stock having a par value of One Dollars (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV.

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Daniel J. Serber, Esq.
Serber & Associates, P.A.
2031 N.E. 214th Street
North Miami Beach, Florida 33179

ARTICLE V.

MAILING ADDRESS OF CORPORATION

The Corporation's mailing address shall be:

2065 N.E. 198th Terrace
North Miami Beach, Florida 33179

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TALLAHASSEE, FLORIDA

ARTICLE VI.

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VII.

INCORPORATOR

The name and post office address of the Incorporator of the Corporation is:

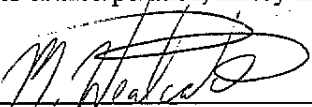
Name

Address

Matthew Wealcath

2031 N.E. 214th Street
North Miami Beach, Florida 33179

THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.


Matthew Wealcath

STATE OF FLORIDA

SS

COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, appeared Matthew Wealcath, who is personally known to me or who has produced _____ as identification, and acknowledged that he executed said Articles of Incorporation, and who did take an oath.

WITNESS my hand and seal in the State and County aforesaid, this 13th day of March, 2000.




Daniel Javier Serber
My Commission CC876631
Expires November 13, 2003

NOTARY PUBLIC, State of Florida

Print Name: DANIEL J. SERBER

My Commission Expires:

The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.


Daniel J. Serber, Registered Agent

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TALLAHASSEE, FLORIDA