AZARUS CORPORATE FILING SERVICE (Requestor's Name) 3320 S.W. 87 AVENUE (Address) MIAMI, FLORIDA (305)552-5973 (City, State, Zip) TERESA ROMAN (TALLAHASSEE REPRESENTATIVE) OFFICE USE ONLY CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known): (Corporation Name) (Document #) (Corporation Name) (Document #) (Document #) (Corporation Name) Pick up time Certified Copy Walk in Mail out | Will wait Photocopy Certificate of Status AMENDMENTS NEW FILINGS Amendment Profit Resignation of R.A., Officer/Direct NonProfit Change of Registered Agent Limited Liability Dissolution/Withdrawal Domestication Merger Other REGISTRATION/ OTHER FILNGS QUALIFICATION Annual Report Foreign *****78.75 *****78.75 Fictitious Name Limited Partnership Name Reservation Reinstatement Trademark Other

Examiner's Initials

ARTICLES OF INCORPORATION

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

ARTICLE I NAME

The name of the corporatin shall be:

FASHIONALITY, INCORPORATED

ARTICLE II PRINCIPAL OFFICE

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

19376 Delaware Circle Boca Raton, FL 33434

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

3 (THREE) MILLION SHARES

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRRESS

The name and address of the initial registered agent is:

Vera Edwards FASHIONALITY, INC. 19376 Delaware Circle Boca Raton, FL 33434

ARTICLE V INCORPORATOR(S)

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

Vera Edwards 19376 Delaware Circle Boca Raton, FL 33434

ARTICLE V DIRECTOR(S)

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

Vera Edwards 19376 Delaware Circle Boca Raton, FL 33434

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 1st day of April 2000.

Signature: One Zo

Signature: Um 200.

Signature: Vorp. ED.

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the the following statement in designating the registered office/registered agent, in the State of Florida.

- 1. The name of the corporation is: FASHIONALITY, INCORPORATED
- 2. The name and address of the registered agent and office is:

Name:

Vera Edwards

Address:

19376 Delaware Circle

City/State/Zip:

Boca Raton, Florida 33434

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE:

DATE: 04-01 -02