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MESHULAM & ASSOCIATES, P.A.

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUITE 700
888 EAST LAS OLAS BOULEVARD,
FORT LAUDERDALE, FLORIDA 33301

TELEPHONE: (954) 522-2184
FACSIMILE: (954) 527-0848

P000000053256
May 22, 2000
TRANSMITTAL LETTER

Via Regular U.S. Mail

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-05/24/00--01054--005
*****70.00 *****70.00

SUBJECT: SouthBeachClothing.Com. Inc.
Proposed Corporate Name

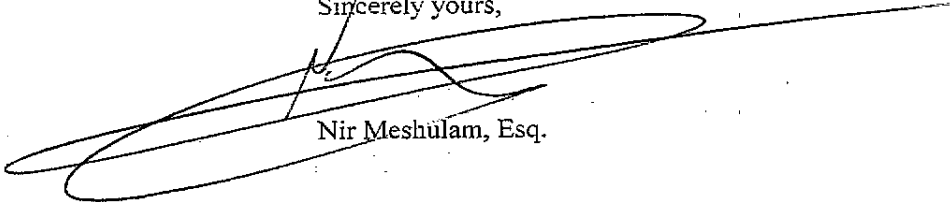
Enclosed is an original and one copy of the Articles of Incorporation, a designation of registered agent, and a check for \$70.00. Please return one copy of the Articles of Incorporation stamped with the filing date.

FROM:

Nir Meshulam
3300 North 46th Avenue
Hollywood, Florida 33021
(954) 522-2184

If you have any questions or concerns please do not hesitate to contact me.

Sincerely yours,


Nir Meshulam, Esq.

NM/hm
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

SouthBeachClothing.Com, Inc.

The undersigned does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of this corporation shall be SouthBeachClothing.Com, Inc.

ARTICLE II: PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be 3300 North 46th Avenue, Hollywood, Florida 33021.

ARTICLE III: NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV: SHARES

All stock issued by this corporation shall be common voting stock of a single class. The number of shares of stock that this corporation is authorized to have outstanding at any time is 500.

ARTICLE V: INITIAL REGISTERED AGENT AND REGISTERD OFFICE

The name of the initial registered agent is Nir Meshulam, whose registered office is located at the 3300 North 46th Avenue, Hollywood, Florida 33021.

ARTICLE VI: DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Baord of Directors, subject to any limitation set forth in these Articles of Incorporation. This Corporation shall have Two Directors, Initially. The names and addresses of the initial members of the Board of Directors are:

Nir Meshulam
Dir.

3300 North 46th Avenue
Hollywood, Florida 33021

Orly Revivo
Dir.

100 Kensington Road
Hollywood, Florida 33021

ARTICLE VII: OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Nir Meshulam
Pres.

3300 North 46th Avenue
Hollywood, Florida 33021

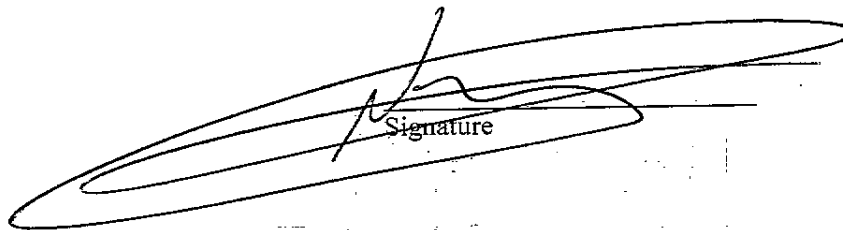
Orly Revivo
V. Pres.

100 Kensington Road
Hollywood, Florida 33021

ARTICLE VI: INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: Nir Meshulam, 3300 North 46th Avenue, Hollywood, Florida 33021.

The undersigned incorporator has executed these Articles of Incorporation this 22nd Day of May, 2000.


Signature

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida law, the undersigned Corporation organized under the laws of the State of Florida submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: SouthBeachClothing.Com, Inc.
2. The name and address of the registered agent and office is:

Nir Meshulam,
3300 North 46th Avenue,
Hollywood, Florida 33021.

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 OF REGISTERED AGENT

5/22/2000
DATE