

P000006082

Post Office Box 1177
Yulee, FL 32041
June 16, 2000

FILED
00 JUN 19 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
07/01/00

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: Miz L's Ladies Fashions, Inc.
Proposed Corporate Name

600003295816--1
-06/19/00--0117--017
*****78.75 *****78.75

Enclosed is an original and one copy of the Articles of Incorporation for the above referenced name. Also enclosed are two Certificates of Designation for the registered agent.

Please provide a Certificate of Incorporation (\$8.75 additional fee included). Fees for the incorporation and certificate are enclosed in a check for \$78.75.

Please return all relevant documents to the post office box listed above.

Sincerely,

Gloria J. Fortin
Gloria J. Fortin
(904) 225-2450

ht 6/22/00

ARTICLES OF INCORPORATION
of

***Miz L's* LADIES FASHIONS, Inc.**

FILED

00 JUN 19 PM 3: 25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

07/01/00

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

ARTICLE I. NAME

The name of the corporation shall be Miz L's Ladies Fashions, Inc.

ARTICLE II. BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of this corporation is:

3159 Lofton Square Blvd. Suite 12
Yulee, FL 32097

ARTICLE III. CAPITAL STOCK

The corporation is authorized to issue one class of stock, having a par value of \$1.00 per share. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock.

ARTICLE IV. REGISTERED AGENT

The name and street address of the initial registered office of the corporation shall be:

LaVerne Mitchell
2128 Chester Road
Yulee, FL 32097

ARTICLE V. INCORPORATOR

The name and street address of the incorporator of the corporation shall be:

LaVerne Mitchell
2128 Chester Road
Yulee, FL 32097

ARTICLE VI. LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VII. SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

ARTICLE VIII. EFFECTIVE DATE

The effective date of incorporation shall be July 1, 2000.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 15th day of June, 2000.

Incorporator: LaVerne Mitchell

Signature: _____

LaVerne Mitchell

CERTIFICATE OF DESIGNATION
of
REGISTERED OFFICE AND REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant The Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

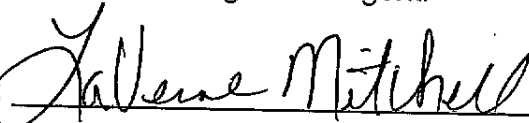
I. NAME

The name and address of the corporation's registered agent and registered office is:

LaVerne Mitchell
2128 Chester Road
Yulee, FL 32097

Having been named as the 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:



Date of Signature: 6/15/00