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ACCOUNT NO. : 072100000032

REFERENCE : 807408 6594A

AUTHORIZATION : Patricia Pyzdek

COST LIMIT : \$ 70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 23 PM 2:16

ORDER DATE : August 22, 2000

ORDER TIME : 5:17 PM

ORDER NO. : 807408-005

CUSTOMER NO: 6594A

800003368428--5

CUSTOMER: Donald J. Kahn, Esq
Green Kahn & Piotrkowski, Pa
317 71st Street
Miami Beach, FL 33141

DOMESTIC FILING

NAME: MIAMI FASHION SQUARE, INC.

EFFECTIVE DATE:

- XX ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons - EXT.

EXAMINER'S INITIALS:

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

jc 8/23/00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 AUG 23 PM 2:16

ARTICLES OF INCORPORATION

OF

MIAMI FASHION SQUARE, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MIAMI FASHION SQUARE, INC.

The address of the principal office of this corporation shall be 550 Northwest 24th Street, Miami, Florida, 33127, and the mailing address of the corporation shall be the same.

ARTICLE II. 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 III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 317 71st Street, Miami Beach, Florida 33141, and the name of the initial registered agent of the corporation at that address is Donald J. Kahn.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

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 Board 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:

Gerhardt Bechtoldt Dir.	550 Northwest 24th Street Miami, Florida 33127
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Peter Kold Dir.	550 Northwest 24th Street Miami, Florida 33127
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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:

Gerhardt Bechtoldt 550 Northwest 24th Street
Pres. Miami, Florida 33127

Peter Kold 550 Northwest 24th Street
Vice Pres./Sec./Treas. Miami, Florida 33127

ARTICLE VIII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE IX. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S corporation.

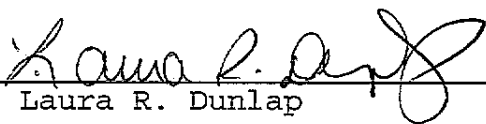
ARTICLE X. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company on August 22, 2000.

CORPORATION SERVICE COMPANY

By: 
Laura R. Dunlap

AKC/akc

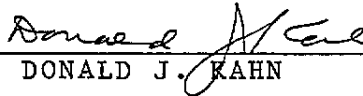
- ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 23 PM 2:16

DONALD J. KAHN, Esq., an individual residing in this State having a business office identical with the registered office of the corporation named below and having been designated as the registered agent in the above and foregoing Articles of Incorporation of:

MIAMI FASHION SQUARE, INC.

is familiar with and accepts the obligations of the position of Registered Agent under Section 607.9505, Florida Statutes.



DONALD J. KAHN