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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

LADY'S CHARM BOUTIQUE, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF

LADY'S CHARM BOUTIQUE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I NAME

The name of the corporation shall be: LADY'S CHARM BOUTIQUE, INC.

The principal place of business of this corporation shall be: 8550 SW 8th Street, Miami Fl 33144.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact 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 aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 100 shares @ \$1.00 par value.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

Carolina Routh
8550 SW 8th Street (President) (50% of the shares)
Miami Fl, 33144.

Zoila Filippone (Vice-President) (50% of the shares)
8550 SW 8th Street
Miami Fl 33144.

ARTICLE VI INCORPORATOR(S)

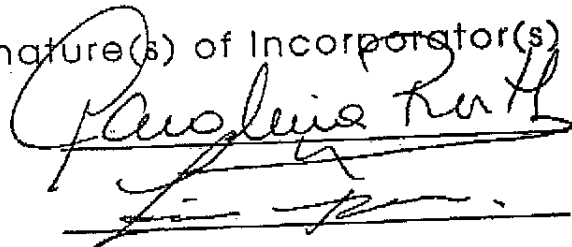
The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

Carolina Routh 8550 SW 8th Street, Miami Fl 33144.

Zoila Filippone 8550 SW 8th Street, Miami Fl 33144.

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this, 7th day of September 2000

Signature(s) of Incorporator(s)



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, 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:

LADY'S CHARM BOUTIQUE, INC.

2. The name and address of the registered agent office is:

Carolina Routh

8550 SW 8th Street,
(P.O. BOX NOT ACCEPTABLE)

Miami FL 33144.

(CITY/STATE/ZIP)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIGNATURE Carolina Routh

TITLE _____

DATE 09/07/00

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE Carolina Routh

DATE 09/07/00