

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 222-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO10000006365

Fash Holdings, Inc.

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*****78.75 *****78.75

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

FILED
01 JAN -2 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
01 JAN -2 AM 11:07
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

JAN 02 2001

Signature _____

Requested by: BS Date: 1/2/01 Time: 10:30

Walk-In _____ Will Pick Up _____

ARTICLES OF INCORPORATION
OF
FASH HOLDINGS, INC.

FILED
01 JAN -2 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby makes and subscribes to these Articles of Incorporation intending to form a corporation for profit under the provisions of Chapter 607 of the Florida Statutes.

ARTICLE I

The name of this corporation is FASH HOLDINGS, INC.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida. While engaging in such activity or business, it may exercise all of the powers and privileges conferred by the Florida Business Corporation Act as presently in effect and as it may be amended from time to time in the future.

ARTICLE III

The aggregate number of shares which the corporation shall have the authority to issue shall be 5,000, \$1.00 par value **voting** common shares and 5,000, \$1.00 par value **non-voting** common shares.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, but not labor or services, may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The street address of the corporation shall be 1900 NW Corporate Blvd., Suite 201, East Building, Boca Raton, Florida 33431. The name of the corporation's initial registered agent is J. DANIEL BREDE.

ARTICLE V

The number of directors constituting the initial Board of Directors of this corporation is two (2). The names and street

addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
WILLIAM J. FASH	15200 State Road 7 Delray Beach, Florida 33446
DOUGLAS FASH	15200 State Road 7 Delray Beach, Florida 33446

The initial directors may serve from time to time and may, by resolution, fix the number constituting the Board of Directors and may also name the persons to fill vacancies on the Board of Directors created by an increase in the number of directors which occurs between annual meetings.

ARTICLE VI

The name and address of the incorporator is J. Daniel Brede at 1900 NW Corporate Blvd., Suite 201, East Building, Boca Raton, Florida 33431.

ARTICLE VII

It is the intention of the corporation to indemnify its officers, directors, employees and agents to the extent permitted by Section 607.0850, Florida Statutes.

ARTICLE VIII

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the shareholders of the Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

ARTICLE IX

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each Director.

ARTICLE X

The corporation, its shareholders, or any combination of the corporation and its shareholders, may enter into agreements

limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements and, when the existence of such agreement is noted on the face or on the back of the certificates representing any such shares, such agreements will be binding and enforceable upon any transferee or successor of any party to such agreement.

ARTICLE XI

The effective date of this corporation is January 1, 2001.

Dated this 29th day of December, 2000.

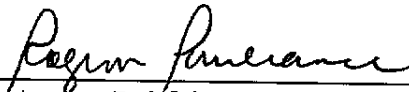


J. DANIEL BREDE, Incorporator

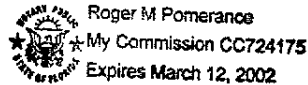
STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments, personally appeared J. DANIEL BREDE, known to me to be the person described in and who executed the foregoing Articles of Incorporation of FASH HOLDINGS, INC., and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 29TH day of December, 2000.



Notary Public
My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING THE AGENT UPON
WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That FASH HOLDINGS, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, has named J. DANIEL BREDE as the person upon whom process may be served at the following address:

1900 NW Corporate Blvd.
Suite 201, East Building
Boca Raton, Florida 33431

ACKNOWLEDGMENT:

Having been named to accept service of process on the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



J. DANIEL BREDE

FILED
01 JAN - 2 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA