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TRANSMITTAL LETTER

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*****122.50 *****78.75

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

SUBJECT: A & A Fam Fashions, Inc.
(Proposed Corporate Name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation along with a money order in the amount of \$122.50.

FROM: Bassam Abed
13574 University Plaza
Tampa, FL 33613

FILED
01 FEB 15 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
A & A Fam Fashions, Inc.

ARTICLE I NAME OF CORPORATION

The name of the corporation shall be:

A & A Fam Fashions, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

13574 University Plaza
Tampa, FL 33613

ARTICLE III AUTHORIZED STOCK

The Corporation is authorized to issue One Thousand (1,000) Shares, par value One Dollar (\$1.00) per share. The aggregate par value of the Common Shares is One Thousand Dollars (\$1,000).

In the case of any authorization to issue shares of the Corporation of any class, except where the authorization is for the purpose of issuing shares pursuant to any conversion privilege that may hereafter be given, the shares shall, unless otherwise provided by the shareholders vote authorizing their issue, be offered for subscription to the holders of record of all common shares outstanding (on a record date determined by the board of directors) in proportion to the number of shares held by each of them, subject to regulation and adjustment as the board of directors may from time to time determine with a view to avoiding the issuance of fractional shares. If the shareholders vote authorizing the issue of new shares shall so provide, or if the shares are offered for subscription to holders of common shares, and at the expiration of the subscription period any of the shares remain unsubscribed for, then the shares may be issued and sold at any time or from time to time on any terms or conditions, and to such persons, as the board of directors may determine. The shareholders may, when voting to authorize issuance of new shares, waive the rights created by this provision, and the waiver will be binding on all the shareholders of the Corporation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Bassam Abed
13574 University Plaza
Tampa, FL 33613

ARTICLE V INCORPORATORS

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

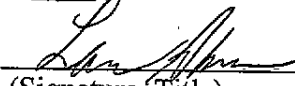
Bassam Abed
13574 University Plaza
Tampa, FL 33613

Lamia Abdelqader
13574 University Plaza
Tampa, FL 33613

ARTICLE VI DURATION

The duration of the corporation shall be perpetual.

The undersigned has(have) executed these Articles of Incorporation
the 9th day of February, 2001 2001


(Signature, Title)


(Signature, Title)

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, 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.

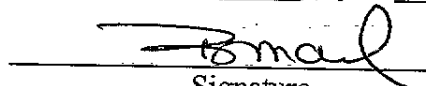
1. The name of the corporation is: A & A Fam Fashions, Inc.

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

Bassam Abed
13574 University Plaza
Tampa, FL 33613

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I hereby am familiar with and accept the duties and responsibilities as registered agent for A & A Fam Fashions, Inc. this 9th day of Feb 2001.



Signature