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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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

From:
Account Name : HACKLEY & SERRONE, P.A.
Account Number : I20010000055
Phone : (954)349-4994
Fax Number : (954)315-0278

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FLORIDA PROFIT CORPORATION OR P.A.

Thirtysomething USA, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	03
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
OF
THIRTYSOMETHING USA, INC.**

THIS IS TO CERTIFY that we, the undersigned, do hereby associate ourselves into a corporation pursuant to the provisions of the laws of the State of Florida, providing the formation of corporations for profit, and the purposes and with powers hereinafter mentioned; and to that end, we do by this Certificate set forth:

ARTICLE I

NAME

The name of the corporation shall be: Thirtysomething USA, Inc.

ARTICLE II

NATURE OF BUSINESS

The nature or the business of this corporation is to sell lingerie. The corporation, however, may interact in any or all lawful activities or business permitted under the laws of the United State, the State of Florida or any other state, country, territory or nation.

ARTICLE III

CAPITAL STOCK

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

ARTICLE IV

TERM OF EXISTENCE

The term for which this corporation shall exist is perpetual.

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ARTICLE V

BOARD OF DIRECTORS

The Board of Directors shall consist of the following:

Julie Riettie

1673 Bunting Lane
Weston, FL 33327

ARTICLE VI

ADDRESS

The address of the principal office of the corporation in the State of Florida is:


1724 Main Street
Weston, FL 33326

The shareholders may from time to time move the principal office to any other address in Florida and it may have such other places of business in the State of Florida as the nature and progress of the business of the corporation shall from time to time render necessary or desirable. Said corporation shall have the power to conduct its business outside the State of Florida, or in any or all the states and territories of the United States, including the District of Columbia and in any or all foreign countries and may have one or more offices in any such locations.

ARTICLE VII

REGISTERED AGENT

The name of the initial registered agent of the corporation is Robert A. Serrone, Esq., whose address is Hackley & Serrone, P.A., 600 N Pine Island Road, Suite 450, Plantation, FL 33324. I am familiar with and hereby accept the duties and responsibilities of registered agent for said corporation.


Robert A. Serrone, Esq.

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ARTICLE VIII
OFFICERS

The officers of the corporation shall hold office for the first year of the corporation's existence, subject to the by-laws of the corporation and the laws of the State of Florida.

The names and addresses of the officers are as follows:

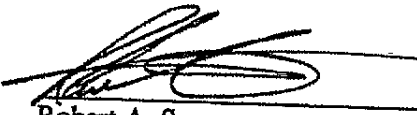
Julia Riettie	1673 Bunting Lane Weston, FL 33326	President
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ARTICLE IX
AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the shareholders, at a shareholder's meeting, by majority of the stock entitled to vote thereon.

The name and address of the incorporator of this corporation is Robert A. Serrone, Esq., whose address is:

600 N Pine Island Drive
Suite 450
Plantation, FL 33324



Robert A. Serrone
Incorporator

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