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ACCOUNT NO. : 072100000032

REFERENCE: 122261 7268803

COST LIMIT :

ORDER DATE: April 19, 2001

ORDER TIME : 3:39 PM

ORDER NO. : 122261-005

CUSTOMER NO: 7268803

CUSTOMER: Ms. Amey B. Elias

Ms. Amey B. Elias

7150 S.w. 62nd Avenue

Suite 104

Miami, FL 33143

500004065605--5

DOMESTIC FILING

DESIGNS BY AMEY, INC.

EFFECTIVE DATE:

ICLES OF INCORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY

___ PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder - EXT. 1118

EXAMINER'S INITIALS:

W01-9315



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

April 25, 2001

CSC NETWORKS 1201 HAYS STREET TALLAHASSEE, FL 32301

SUBJECT: DESIGNS BY AMEY, INC.

Ref. Number: W01000009315

We have received your document for DESIGNS BY AMEY, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The registered agent and street address must be consistent wherever it appears in your document.

The person designated as registered agent in the document and the person signing as registered agent must be the same.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden Document Specialist New Filings Section

Letter Number: 201A00024412

ARTICLES OF INCORPORATION

OF

DESIGNS BY AMEY, 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:

DESIGNS BY AMEY, INC.

The address of the principal office of this corporation shall be 7150 S.W. 62nd Avenue, Suite 104, South Miami, Florida 33143, 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 1,000 shares of common stock having no par values per share.

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ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 7150 S.W. 62nd Avenue, Suite 104, South Miami, Florida 33143, and the name of the initial registered agent at that address is Amey B. Elias.

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 one Director, initially. The names and addresses of the initial members of the Board of Directors are:

Amey B. Elias

7150 S.W. 62nd Ave, Suite 104 South Miami, Florida 33143

ARTICLE VII. INCORPORATOR

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

The Company Corporation 2711 Centerville Road Suite 400 Wilmington, Delaware 19808

The undersigned incorporator has executed these Articles of Incorporation on April 24, 2001.

It's agent, Patricia G. Pizzuto

KXW/DEBORAH SCHRODER



ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN THE ARTICLES OF INCORPORATION

Amey B. Elias, 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:

DESIGNS BY AMEY, INC.

Amey B. Elias is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Typed Name: 'Amey B. Elias