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DAVID S. WILLIG, CHARTERED

Attorney at Law
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July 24, 2001

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

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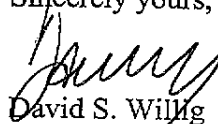
Re: "DANIELA FASHION, INC.", ILLAN'S FASHION, INC., and MICHAEL'S FASHION, INC.,

Dear Sir or Madam:

Please find enclosed Articles of Incorporation for the three (3) corporations designated as DANIELA FASHION, INC., ILLAN'S FASHION, INC., and MICHAEL'S FASHION, INC., along with additional copies of each of the Articles, and check(s) to cover the filing fees.

Please provide a file-stamped copy of each of the Articles of Incorporation in the enclosed postage-paid envelope. I thank you for your attention to this matter, and ask that you contact me if you have any further difficulty.

Sincerely yours,


David S. Willig

enclosure

FILED
01 JUL 25 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FL 32310

7-26-01
WC

Articles of Incorporation
of
DANIELA FASHION, INC.

FILED
01 JUL 25 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I

The name of this corporation is DANIELA FASHION, INC.

Article II

The mailing address of this corporation shall be 8030 W. 26th Avenue, Hialeah, FL 33016.

Article III

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares with a value of \$1.00 per share.

Article IV

The name and address of the initial registered agent is David S. Willig, 2837 SW 3 AVE, Miami, Florida 33129.

Article V

The name and address of the incorporator to these Articles of Incorporation is David S. Willig, 2837 SW 3 AVE, Miami, Florida 33129.

The undersigned has executed these Articles of Incorporation this 24th day of July, 2001.


David S. Willig / Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, 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: DANIELA FASHION, INC.
2. The name and address of the registered agent and office is:

David S. Willig
2837 SW 3 AVE
Miami, Florida 33129

Signature _____

(corporate officer)

Title _____

Date _____

FILED
01 JUL 25 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature _____

Date _____