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FILED
01 JUL 30 AM 8:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Jim E. Solomon

David Brown
Member New York Bar Only
Of Counsel

July 26, 2001

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

200004507562--7
-07/30/01--01114--001
*****78.00 *****78.00

Re: Florida Incorporation – Closet Boutique, Inc.

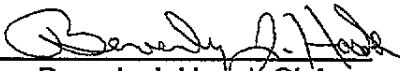
Dear Sir or Madam:

I am enclosing for filing the original and one (1) copy of the Articles of Incorporation and Certificate of Designation of Registered Agent/ Registered Office for a Florida incorporation, together with this Firm's check in the amount of \$78.00 for filing the Articles and for Designation of Registered Agent, and for a certified copy of said filing.

Thank you for your cooperation in this matter.

Very truly yours,

JIM E. SOLOMON & ASSOCIATES, P.A.

By: 
Beverly J. Hosek CLA

bjh
Enclosures
cc: Client

J. BRYAN AUG - 1. 2001

**ARTICLES OF INCORPORATION
OF
CLOSET BOUTIQUE, INC.**

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In compliance with the requirements of Chapter 607 of the Florida Statutes, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filling the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I - NAME

The name of the Corporation is: **Closet Boutique, Inc.**

ARTICLE II - PRINCIPAL OFFICE/MAILING ADDRESS

The street address of the principal office of the Corporation is:

10754 Wiles Road
Coral Springs, Florida 33076

ARTICLE III - SHARES

The maximum number of shares this Corporation is authorized to issue is: One Hundred Thousand (100,000) shares, with a par value of \$.01.

ARTICLE IV - INITIAL REGISTERED AGENT AND OFFICE ADDRESS

The name and address of the initial Registered Agent and the Corporation's Registered Office are:

Jim E. Solomon, Esq.
800 East Cypress Creek Road
Suite 200
Fort Lauderdale, Florida 33334

ARTICLE V - INCORPORATOR

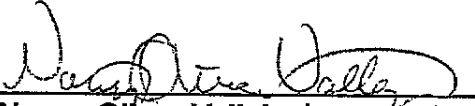
The name and address of the person signing these Articles of Incorporation are:

Nancy Oliver-Vallely
10754 Wiles Road
Coral Springs, Florida 33076

ARTICLE VI - INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 25th day of July 2001.


Nancy Oliver-Vallely, Incorporator

**ACCEPTANCE OF
REGISTERED AGENT**

Having been named as Registered Agent and to accept service of process for the above-stated Corporation at the place designated in the Articles of Incorporation, 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.

Dated: July 25, 2001


Jim E. Solomon, Esq.

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TALLAHASSEE, FLORIDA