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Nora Rilo-Manito, Esquire
Immigration Services & Associates
5617 South Dixie Highway
West Palm Beach, Florida 33405
Phone (561) 547-5756
Fax (561) 547-8286

July 17, 2001

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

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-DB/06/01--01091--020
*****78.75 *****78.75

Re: **DISCOUNT DESIGNER FASHIONS, INC.**

Dear Sir or Madam:

Please be advised that this firm represents Discount Designer Fashions, Inc. Enclosed please find the Articles of Incorporation for the above-captioned corporation and our check in the amount of \$78.75.

Please file the Articles of Incorporation for Discount Designer Fashions, Inc. and forward evidence to that effect to our office at your earliest convenience.

Should you have any questions or require anything further, please feel free to contact this office at the numbers indicated above.

Sincerely,

Haydee Perez

Haydee Perez, President
Immigration Services & Associates

HP/ow
Enclosures

PRIORITY MAIL

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

of

DISCOUNT DESIGNER FASHIONS, INC.

(name of corporation)

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

DISCOUNT DESIGNER FASHIONS, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 5,000 shares of common stock, par value \$ 1.00 per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS		
5613 SOUTH DIXIE HIGHWAY		
CITY	WEST PALM BEACH,	FLORIDA
		ZIP 33405
Mailing address, if different		
STREET ADDRESS		
SAME AS ABOVE		
CITY	FLORIDA	ZIP

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

NAME	HAYDEE PEREZ	
ADDRESS	5617 SOUTH DIXIE HIGHWAY	
CITY	WEST PALM BEACH,	FLORIDA
		ZIP 33405

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:


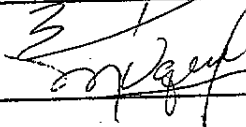
NAME	ALFREDO FERNANDEZ-MOLA		
ADDRESS	812 GLENRIDGE DRIVE		
CITY	WEST PALM BEACH,	STATE FLORIDA	ZIP 33405
NAME	MIGDALIA VELASQUEZ		
ADDRESS	812 GLENRIDGE DRIVE		
CITY	WEST PALM BEACH,	STATE FLORIDA	ZIP 33405
NAME			
ADDRESS			
CITY		STATE	ZIP

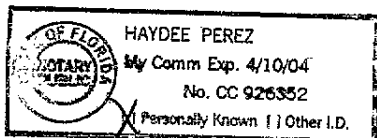
ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	ALFREDO FERNANDEZ-MOLA		
ADDRESS	812 GLENRIDGE DRIVE		
CITY	WEST PALM BEACH,	STATE FLORIDA	ZIP 33405
NAME	MIGDALIA VELASQUEZ		
ADDRESS	812 GLENRIDGE DRIVE		
CITY	WEST PALM BEACH,	STATE FLORIDA	ZIP 33405
NAME			
ADDRESS			
CITY		STATE	ZIP

The undersigned incorporator(s) have executed these Articles of Incorporation this SEVENTEENTH (17) day of JULY, 2001.


 _____ (Signature)

 _____ (Signature)
 _____ (Signature)



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE**

DISCOUNT DESIGNER FASHIONS, INC.

(name of corporation)

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TALLAHASSEE, FLORIDA**

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 5613 SOUTH DIXIE HIGHWAY

WEST PALM BEACH, FLORIDA 33405

has named HAYDEE PEREZ

located at the aforesaid address, as its registered agent to accept service of process within this state.

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)

JULY 17, 2001

(Date)