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TRANSMITTAL LETTER

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

300004531073--4
-08/13/01--01119--005
*****70.00 *****70.00

SUBJECT: DELIA FASHION USA, CORP.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: DELIA PEÑA *Delia Peña*
Name (Printed or typed)

1770 NW 19th Terrace
Address

Miami, FL 33125
City, State & Zip

(305) 545-9914
Daytime Telephone number

01 AUG 31 AM 11: 03
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

G. BULLOCK AUG 31 2001

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W01-19044



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 17, 2001

DELIA PENA
1770 NW 19TH TERRACE
MIAMI, FL 33125

SUBJECT: DELIA FASHION USA, CORP.
Ref. Number: W01000019044

We have received your document for DELIA FASHION USA, CORP. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as incorporator in the document and the person signing as incorporator 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) 245-6926.

Gina Bullock
Document Specialist
New Filing Section

Letter Number: 701A00047086

ARTICLES OF INCORPORATION
OF
DELIA FASHION USA, CORP.

FILED
01 AUG 31 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, as proper persons acting as incorporators of a corporation under the laws of the State of FLORIDA, adopt the following articles of incorporation:

ARTICLE 1 - NAME

The name of the corporation is: **DELIA FASHION USA, CORP.**, (hereinafter "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 1770 NW 19th Terrace, Miami, Florida 33235 and the mailing address is P O Box 35-2073, Miami, Florida 33135-2073

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is **Delia Peña** whose address shall be the same as the principal office of the Corporation.

ARTICLE 5 - OFFICER

The officers of the Corporation shall be:

President: Delia Peña

whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

Delia Peña 100%

whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of the shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertibles securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time to shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 9 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these articles of Incorporation.

ARTICLE 10 - TERMS OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 11 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part for all of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 12 - REGISTERED OFFICE AND REGISTERES AGENT

The initial address of registered office of this Corporation is Delia Peña, located at 1770 NW 19th Terrace, Miami, Florida 33125. The name and address of the registered agent of this Corporation is Delia Peña, 1770 NW 19th Terrace, Miami, Florida 33125.

ARTICLE 13 - BY LAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 14 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 15 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the Laws of the State of Florida this 4nd day of August of 2001.

Delia Peña
Delia Peña, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

The undersigned have been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

Delia Peña
Delia Peña, Registered Agent