

THE LAW OFFICES OF

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August 28, 2001

Florida Department Of State
Division Of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

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-09/10/01--01081--013
*****78.75 *****78.75

Re: Sequins & Denim II, Inc.

Greetings:

Enclosed are an original and a copy of the Articles Of Incorporation of the above referenced corporation. Please file the original, indicate the filing date on the certified copy, and return the certified copy to me.

Also enclosed is a check covering the fees and charges for the items listed below, as indicated:

- X 1. Articles Of Incorporation filing fee, \$35.00.
- X 2. Registered Agent Designation Filing Fee, \$35.00.
- X 3. Certified copy of Articles Of Incorporation, \$8.75.

FILED
SEP 10 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

If the corporation name requested is not available, please call us immediately. Thank you for your cooperation.

Sincerely,

Alan R. Williams

Alan R. Williams

ARW/dwr

Enclosures

9/13

**ARTICLES OF INCORPORATION
OF
SEQUINS & DENIM II, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be Sequins & Denim II, Inc..

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Florida Department Of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of Retail Sales engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 60 no par value shares of common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or

Articles Of Incorporation Of Sequins & Denim II, Inc.

otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions
Imposed By This Corporation's Articles Of Incorporation, A Copy
Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be 1. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are: Vicky S. Coad, 3153 - 4th Street North, St. Petersburg, Florida 33704.

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 3153 - 4th Street North, St. Petersburg, Florida 33704.

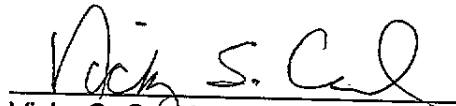
The name of the individual who shall serve as this corporation's initial registered agent at that address is: Vicky S. Coad.

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are: Vicky S. Coad, 3153 - 4th Street North, St. Petersburg, Florida 33704.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

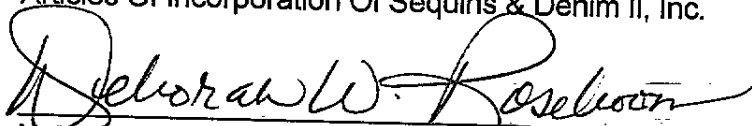

Vicky S. Coad - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of Sequins & Denim II, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Sequins & Denim II, Inc..

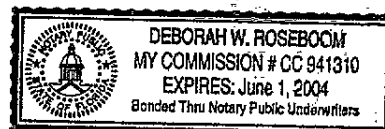
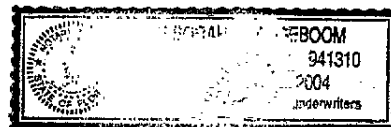

Vicky S. Coad - Registered Agent

State Of Florida
County Of Pinellas

On 8-28-01, Vicky S. Coad, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of Sequins & Denim II, Inc.


Notary Public - Deborah W. Roseboom

Commission Expiration Date & Commission Number:



FILED
01 SEP 10 PM 2:11
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

(SEAL)

Articles Of Incorporation Of Sequins & Denim II, Inc.