TRANSMITTAL LETTER

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

SUBJECT:

MANHATTEN FASHIONS, INC.

Proposed corporate name - must include suffix

Enclosed is and original and one (1) copy of the articles of incorporation and a check for \$78.75 in payment of the *Filing Fee & Certificate of Status*.

FROM:

SCHNEIDER FINANCIAL SERVICES, INC.

1402 ROYAL PALM BEACH BLVD

IOTALITALIM BENETIZZA

BUILDING 700, SUITE 110

ROYAL PALM BEACH, FL 33411

<u>561-868-1868</u>

Daytime Telephone Number

SE SHOWN OCT 3' 1 2001

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be:

MANHATTEN FASHIONS, INC.

PRINCIPLE OFFICE

The principal place of business and mailing address for this corporation shall be:

917 PARK AVE LAKE PARK, FL. 33403

ARTICLE III

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000 SHARES OF COMMON

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

JEFFREY A. SCHNEIDER SCHNEIDER FINANCIAL SERVICES, INC. 1402 ROYAL PALM BEACH BLVD **BUILDING 700, SUITE 110** ROYAL PALM BEACH, FL 33411

ARTICLE V INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

JEFFREY A. SCHNEIDER

SCHNEIDER FINANCIAL SERVICES, INC.

1402 ROYAL PALM BEACH BLVD

BUILDING 700, SUITE 110

ROYAL PALM BEACH, FL 33411

10124 12001

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certification, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of t my position as registered agent.

ure of Registered Agent