

P01000108668

COVER LETTER FOR FILING ARTICLES

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

Expedited: Dept. of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Filing Fee.....\$70
Non-Profit.....\$70
LLC.....\$250
send FedEx for faster service

500004674595--1
-11/09/01--01063--005
*****70.00 *****70.00

RE: Mary Elizabeth Imports, Inc.

Dear Secretary of State:

Enclosed is an original and a copy of the proposed Articles of Incorporation of the above listed corporation(s). Please file the original Articles and fax a copy of the filed articles to (760) 634-5339. You may call me at (888) 267-7872 with any problems or questions.

Please return the copies in the enclosed envelope to:

U.S. CORPORATIONS, INC.
ATTN: KELLY BRUCE
630 Neptune Avenue
Encinitas, CA 92024

Sincerely,

Steven Chase
Incorporator
U.S. Corporations, Inc.

01 NOV -9 PM 12:31
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

T. Burch NOV 13 2001

*Secretary of State
Corporations Division
State of Florida*

ARTICLES OF INCORPORATION
OF
Mary Elizabeth Imports, Inc.

FILED
01 NOV -9 PM 12:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned natural person(s) of the age of eighteen years or more for the purpose of forming a corporation pursuant to section 607.0202, Florida Statutes, adopt the following Articles of Incorporation:

ARTICLE ONE: The name of the corporation is :

Mary Elizabeth Imports, Inc.

ARTICLE TWO: The address of the corporation's initial registered office in this state is:

5266 NW 114 Avenue
Unit 303
Miami, FL 33178

The initial agent at such address is Robert McAllister

ARTICLE THREE: The aggregate number of shares of common capital stock which the corporation has authority to issue is 5,000 having no par value.

No preferences, qualifications, limitations, or restrictions in respect to the shares shall be set.

ARTICLE FOUR: The preemptive right of a shareholder to acquire additional shares shall not be limited or denied.

ARTICLE FIVE: The name and Business address and place of residence of the incorporator is as follows:

Steven P. Chase
7536 Forsyth
Suite 178
Clayton, MO 63105

ARTICLE SIX: The number of directors to constitute the board of directors is One (1).

The names and address of the persons who are to serve as members of the initial Board of Directors of the corporation are as follows:

Barbara McAllister -
5266 NW 114 Avenue
Unit 303,
Miami, FL 33178

ARTICLE SEVEN: The duration of the corporation is perpetual.

ARTICLE EIGHT: The general purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Florid, other than the banking business, the trust company business, or the practice of a profession permitted to be incorporated by the State of Florida. The specific purpose of this corporation is a fashion company.

ARTICLE NINE: The address of the business office or headquarters is:

5266 NW 114 Avenue
Unit 303,
Miami, FL 33178


The mailing address is the same as above.

ARTICLE TEN: The corporation will commence business upon the file date assigned by the Secretary of States office.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed this 11/7/01.

Incorporator: Steven P. Chase
U. S. Corporations, Inc.

Signature:


Steven P. Chase-Incorporator

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

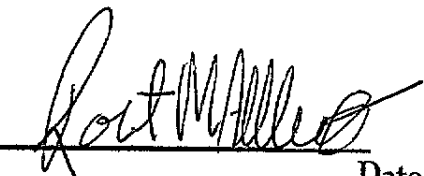
PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED
UNDER THE LAWS OF THE STATE OF FLORIDA SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE RESTORED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Mary Elizabeth Imports, Inc.

2.. The name and address of the registered agent and office is:

Robert McAllister
5266 NW 114 Avenue
Unit 303
Miami, FL 33178

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.

X  11/5/01
Date

01 NOV -9 PM 12:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED