

THE LAW OFFICES OF
Paul M. Guntharp, Jr., P.A.

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FILED
01 DEC -7 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 5, 2001

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

Re: Fashion Fair, Inc.

600004714436--9
-12/07/01--01049--019
*****70.00 *****70.00

Dear Sir/Madam:

Enclosed please find original Articles of Incorporation concerning Fashion Fair, Inc. together with our firm's check in the amount of \$70.00 representing your filing fee. If all is in order, kindly file the Articles and return to us the certificate of filing, indicating the charter number.

If you have any questions, please do not hesitate to call.

Sincerely,

Sarah E. Misenhelter

Sarah E. Misenhelter
Secretary

/sem
Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

FASHION FAIR, INC.

The undersigned incorporators of these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

Fashion Fair, Inc.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in every and any aspect and phase of any and every lawful business, including, but not limited to, the following activities:

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

To loan money, to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payments of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and whole owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 shares of common stock with a no par value. The consideration to be paid for each share shall be fixed by the Board of Directors. There shall be no other class of stock. The incorporators may, by contract, restrict the alienability of this stock. An endorsement shall be made upon each certificate of stock indicating the existence of such contract.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. ADDRESS

The street address of the initial principal office of this corporation in the State of Florida is 1425 Tomoka Farms Road (C-2 and Main), Daytona Beach, Florida 32124. The mailing address of the initial principal office of this corporation is 68 Westlee Lane, Palm Coast, Florida 32164. The Board of Directors may, from time to time, move the principal office or mailing address to any other addresses in Florida.

ARTICLE VI. DIRECTORS

The corporation shall have two directors initially. The number of directors may be increased or decreased from time to time, by By-Laws adopted by the stockholders.

ARTICLE VII. INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

Name
Paul Contino

Address
68 Westlee Lane
Palm Coast, Florida 32164

Sonia Contino

68 Westlee Lane
Palm Coast, Florida 32164

ARTICLE VIII. INCORPORATORS

The name and post office address of each incorporator of these Articles of Incorporation is:

Name
Paul Contino

Address
68 Westlee Lane
Palm Coast, Florida 32164

Sonia Contino

68 Westlee Lane
Palm Coast, Florida 32164

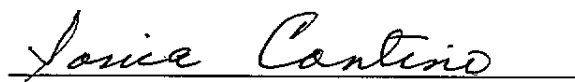
ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X. REGISTERED AGENT AND OFFICE

The registered agent and office for this corporation shall be Paul Contino, 68 Westlee Lane, Palm Coast, Florida 32164, to accept service of process within this State as to this corporation. The Registered Agent and office of the Corporation may be changed by the Corporation at anytime in accordance with the provisions of Florida law.


Paul Contino


Sonia Contino

STATE OF FLORIDA
COUNTY OF FLAGLER

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Paul Contino and Sonia Contino, to me personally known to be the person described as incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that s/he subscribed to those Articles of Incorporation. Declarant produced a Florida drivers license as identification /is personally known to me and did not take an oath.

WITNESS my hand and official seal in the County and State named above this 14th day of December, 2001.



Sarah Misenheimer
My Commission DD006167
Expires March 04, 2005

Sarah Misenheimer

Notary Public

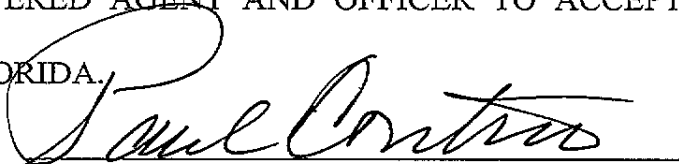
My commission expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
01 DEC -7 PM 2:43
CLERK OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST: FASHION FAIR, INC., DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS AT 1425 TOMOKA FARMS ROAD (C-2 AND MAIN), DAYTONA BEACH,
FLORIDA 32124, HAS NAMED PAUL CONTINO, 68 WESTLEE LANE, PALM COAST,
FLORIDA 32164, AS ITS REGISTERED AGENT AND OFFICER TO ACCEPT
SERVICE OF PROCESS WITHIN FLORIDA.

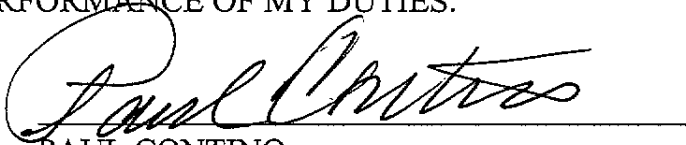


PAUL CONTINO
DATE: 12-4, 2001



SONIA CONTINO
DATE: Dec. 4, 2001

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO
THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.



PAUL CONTINO
REGISTERED AGENT

DATE: 12-4, 2001