

FRANCINE D. HOLBROOK
ATTORNEY AT LAW

P02000018821

1600 SOUTH BAYSHORE LANE • SUITE 2B • MIAMI, FLORIDA 33133 • TELEPHONE 305.858.7054

February 4, 2002

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

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-02/06/02--01027--009
*****78.75 *****78.75

Attention: New Filing Section

Re: Y T Enterprises, Inc.

Dear Sir/Madam:

W02-4089

FILED
02 FEB 19 PM 2:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Enclosed please find an application for Certificate of Incorporation of Y T Enterprises, Inc., together with a check in the amount of \$78.75 representing payment for the following:

Filing Fee	\$ 35.00
Registered Agent Fee	\$ 35.00
Certified Copy Fee	\$ 8.75
Total	\$ 78.75

Enclosed also please find the original Articles of Incorporation and one copy of the aforesaid articles to be file-stamped and returned to me.

Trusting the enclosed material is in order, I remain,

Sincerely,



Francine D. Holbrook

FDH:fm
Enclosures
cc: Y T Enterprises, Inc.

02-19-02
3



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 12, 2002

FRANCINE D. HOLBROOK
1600 SOUTH BAYSHORE LANE
STE 2B
MIAMI, FL 33133

SUBJECT: Y T ENTERPRISES, INC.M
Ref. Number: W02000004089

We have received your document for Y T ENTERPRISES, INC.M and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 245-6928.

Tim Burch
Document Specialist
New Filing Section

Letter Number: 502A00008520

**ARTICLES OF INCORPORATION
OF
Y T FASHION ENTERPRISES, INC.**

FILED
02 FEB 19 PM 2:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be Y T FASHION ENTERPRISES, INC. and the initial address of this corporation shall be 1600 South Bayshore Lane, # 5 B, Miami, Florida 33133.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
500	\$1.00	common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be at 1600 South Bayshore Lane, # 5 B, Miami, Florida 33133, with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be WILLIAM F. YOUNKIN.

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the corporation.

ARTICLE VII

The name and address of the first director of the corporation, who shall hold office for the first year or until his successor(s) is/are duly elected and qualified shall be:

WILLIAM F. YOUNKIN
1600 South Bayshore Lane, # 5 B
Miami, Florida 33133

ARTICLE VIII

The name and address of the Initial Subscriber is WILLIAM F. YOUNKIN, 1600 South Bayshore Lane, # 5 B, Miami, Florida 33133.

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or which is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the Initial Subscriber hereinbefore named, for the purpose of forming a corporation to do business both within and without the

State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 14 day of February, 2002.

W. F. YOUNKIN
W. F. YOUNKIN, Subscriber

STATE OF FLORIDA)
 (ss.
COUNTY OF MIAMI DADE)

The foregoing instrument was acknowledged before me this 14 day of February, 2002, by W. F. YOUNKIN on behalf of Y T FASHION ENTERPRISES, INC. He is personally known to me or has produced NA-Personally Known as identification.

Francine D. Holbrook
Signature of Notary Public



Francine D. Holbrook
MY COMMISSION # CC937669 EXPIRES
June 6, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

FRANCINE D. HOLBROOK
(Typed or Printed Name of Notary
Taking Acknowledgment)

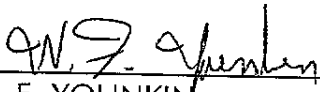
My Commission Expires: 6.6.2004

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

In compliance with the laws of Florida, the following is submitted:

First, that Y T FASHION ENTERPRISES, INC., desiring to organize under the laws of the State of Florida, has named WILLIAM F. YOUNKIN, 1600 South Bayshore Lane, # 5 B, Miami, Florida 33133, County of Miami-Dade, State of Florida, as its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open, and I accept the obligations of §607.0501, Florida Statutes.



W. F. YOUNKIN
Registered Agent

Dated this 14 day of
February, 2002.

FILED
02 FEB 19 PM 2:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA