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April 3, 2002

P02000040222

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
409 East Gaines Street
Tallahassee, FL 32301

Re: Sophie and Jill, Inc.

Dear Gentlemen:

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-04/08/02--01086--016
*****78.75 *****78.75

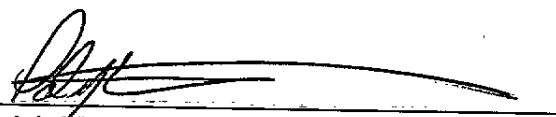
Enclosed are the original and a copy of the Articles of Incorporation of the captioned proposed corporation. Please file the original and return the copy certified.

A check in the amount of \$78.75 is enclosed to cover the \$35.00 filing fee, the \$35.00 Registered Agent fee, and the \$8.75 fee for the certified copy.

Sincerely yours,

JONES, FOSTER, JOHNSTON & STUBBS, P.A.

By


Patrick M. Whitehead

PMW:sls

Enclosures

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FILED
02 APR -8 PM 3:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

041-16-02

ARTICLES OF INCORPORATION

OF

SOPHIE AND JILL, INC.

I, the undersigned, hereby make, subscribe, acknowledge and file these Articles for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I

Name

The name of this corporation shall be SOPHIE AND JILL, INC.

ARTICLE II

Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III

Capital Stock

The capital stock of this corporation shall consist of 10,000 shares of common stock of \$.01 par value, fully paid and non-assessable.

ARTICLE IV

Principal Office and Mailing Address

The Principal Office and the Mailing Address of this corporation is:

217 Greenwood Drive
West Palm Beach, Florida 33405

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02 APR - 8 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

Registered Agent/Registered Office

The initial Registered Agent of this corporation is PATRICK M. WHITEHEAD, located at the Registered Office of the corporation at 505 S. Flagler Drive, Suite 1100, West Palm Beach, Florida 33401.

ARTICLE VI

Initial Board of Directors

This corporation shall initially have one (1) Director. The number of Directors may be changed from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial Director is:

JILL HENTSCHL
264 5th Avenue, Apt. 2D
New York, New York 10001

ARTICLE VII

Special Provisions

The following special provisions shall govern this corporation:

A. The directors may describe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issuance of new certificates.

B. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office or directorship in this corporation.

C. No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers or directors of the corporation is or are interested in or is an officer or director or are officers or directors of such other corporations, and any officer, officers or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the corporation or in which the corporation is interested, and no contract, act, or transaction of the corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer, officers or directors of the corporation is a party or parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become an officer or director of this corporation is hereby relieved from any liability that

might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

ARTICLE VIII

Incorporator

The name and address of the incorporator is:

PATRICK M. WHITEHEAD
505 South Flagler Drive, Suite 1100
West Palm Beach, FL 33401

ARTICLE IX

Amendment

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on officers and shareholders herein are granted subject to this reservation.

ARTICLE X

Commencement

The corporation shall commence its existence upon filing with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 3 day of Apr., 2002.


PATRICK M. WHITEHEAD, Incorporator

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That SOPHIE AND JILL, INC., desiring to organize under the laws of the State of Florida, has named PATRICK M. WHITEHEAD, located at the Registered Office of the corporation at 505 S. Flagler Drive, Suite 1100, West Palm Beach, Florida 33401, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

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.


PATRICK M. WHITEHEAD, Registered Agent

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02 APR -8 PM 3:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA