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02 SEP 17 PM 12:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VALIDATION ONLY

Requestor's Name

Address

City

State

ZIP

Phone

100007799171--8

-09/17/02-01033-018
*****78.75 *****78.75

CORPORATION(S) NAME

Vogue Italia - Discount Outlet
Corporation.



Empire Toll Free: 1-800-432-3028

RECEIVED

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DIVISION OF CORPORATION

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input checked="" type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> After 4:30 | <input type="checkbox"/> Walk In |
| <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up | <input type="checkbox"/> Mail Out |

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Acknowledgment
W.P. Verifier

ARTICLES OF INCORPORATION

of

VOGUE ITALIA - DISCOUNT OUTLET CORPORATION
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

VOGUE ITALIA - DISCOUNT OUTLET CORPORATION

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ONE THOUSAND shares (1,000) of ONE Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	MERVYN BRODY		
ADDRESS	C/O VOGUE ITALIA 300 S.W. 1 st AVE.		
CITY	FT. LAUDERDALE	FLORIDA	FLORIDA
			ZIP 33301

The principal office, if known, or the mailing address of the corporation is:

NAME	VOGUE ITALIA - DISCOUNT OUTLET CORPORATION		
ADDRESS	300 S.W. 1 st AVE.		
CITY	FT. LAUDERDALE	FLORIDA	FL.
			ZIP 33301

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ~~FIVE~~ TWO (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	MERVYN BRODY		
ADDRESS	300 S.W. 1 st St.		
CITY	FT. LAUDERDALE	STATE	FL. ZIP 33301
NAME	WALTER NAWARA		
ADDRESS	67 N.E. ALICE St.		
CITY	JENSEN BEACH	STATE	FL. ZIP 34957
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	MERVYN BRODY		
ADDRESS	300 S.W. 1 st St.		
CITY	FT. LAUDERDALE	STATE	FL. ZIP 33301
NAME	WALTER NAWARA		
ADDRESS	67 N.E. ALICE St.		
CITY	JENSEN BEACH	STATE	FL. ZIP 34957
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 16th day of SEPTEMBER, 2002.

Mervyn Brody (Seal)
Walter G. Nawara (Seal)
 _____ (Seal)

CERTIFICATE AND KNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

FILED
02 SEP 17 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VOGUE ITALIA-DISCOUNT OUTLET CORPORATION
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 300 S.W. 1ST ST.
FT. LAUDERDALE, FLORIDA 33301

has named MERVYN BRODY
located at the aforesaid address, as its Registered Agent to accept service of process within
this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated
corporation at the place designated in this certificate, and being familiar with the obliga-
tions of that position, I hereby accept to act in this capacity, and agree to comply with the
provisions of Florida Law in keeping open said office.

Mervyn Brody
(registered agent)