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FLORIDA DEPARTMENT OF STATE Ken Detzner Secretary of State

February 21, 2003

DANIELS & DANIELS 4300 N. UNIVERSITY DR., SUITE B-200 FT. LAUDERDALE, FL 33351

SUBJECT: D.L. INC.

Ref. Number: W03000005152

We have received your document for D.L. INC. 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) 245-6995.

Letter Number: 403A00011564

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DANIELS & DANIELS

Attorneys at Law, P.A. A PROFESSIONAL ASSOCIATION

A PROFESSIONAL ASSOCIATION
4300 North University Drive, Suite B-200

Fort Lauderdale, FL 33351 (954) 572-7100 Telefax: (954) 572-0667 ATTORNEYS AT LAW

Gordon S. Daniels Member of Florida and Kentucky Bar

Lisa Leonardo Daniels Member of Florida, New York and Washington, DC Bar

March 3, 2003

FEDERAL EXPRESS MAIL

Division of Corporations 409 East Gaines Street Tallahassee, Florida 32399

RE: Donna's Lingerie, Inc.

Dear Sir:

I enclose herewith a copy of your letter of February 21, 2003 together with the original and a copy of the Articles of Incorporation which have been prepared for Donna's Lingerie, Inc. Please process this document and return a true copy of the articles to my office in the envelope which has been provided for your convenience.

Thank you for your cooperation and attention to this matter.

Sincerely,

Theresa Gillette

Paralegal for Daniels & Daniels

Enclosure

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ARTICLES OF INCORPORATION

of



DONNA'S LINGERIE, INC.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following articles of incorporation for such corporation:

ARTICLE I.

The name of the corporation is:

DONNA'S LINGERIE, INC.

ARTICLE II.

The duration of the corporation is perpetual.

ARTICLE III.

The purpose for which the corporation is organized is to transact any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV.

The aggregate number of shares which the corporation shall have the authority to issue shall be one thousand shares of common stock at a par value of \$1.00 each.

ARTICLE V.

The address of the corporation's main office is:

Post Office Box 450388 Sunrise, FL 33345 The name of the corporation's initial registered agent at such address is: LISA LEONARDO DANIELS, ESQUIRE, Attorney at Law, 4300 North University Drive, Suite B-200, Fort Lauderdale, FL 33351.

ARTICLE VI.

The number of directors constituting the initial board of directors is one, and the name and address of the person who is to serve as the initial director is:

President and Secretary

Donna Worrell

7420 N. W. 41 Court Lauderhill, FL 33319

Vice President and Treasurer -

Samuel Worrell 7420 N. W. 41 Court Laudrhill, FL 33319

ARTICLE VII.

The name and address of the incorporator is:

Donna Worrell 7420 N. W. 41 Court Lauderhill, FL 33319

ARTICLE VIII.

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S Corporation.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation on the 3rd day of March, 2003.

DONNA WORRELL Incorporator and President

STATE OF FLORIDA COUNTY OF BROWARD

BEFORE ME, the undersigned authority, this day personally appeared DONNA WORRELL, who, upon being my me first duly sworn, deposes and says that he has executed the above and foregoing Articles of Incorporation this day for the purposes expressed therein.

SWORN TO AND SUBSCRIBED before me this 3rd day of March 2003.

Notary Public

State of Florida at Large

My Commission Expires:





ACCEPTANCE OF REGISTERED AGENT

DESIGNATED IN ARTICLES OF INCORPORATION

LISA LEONARDO DANIELS having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

LISA LEONARDO D

Registered Agent