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(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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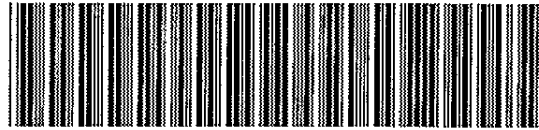
(Business Entity Name)

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03 MAR 18 PM 2:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please mail

acceptance to

APPROVED ASSOCIATES, INC.
100 East Union Blvd. Suite 201A
Delray Beach, Florida 33483
561-276-0500

Thank you

CERTIFICATE OF INCORPORATION

OF

Carolina's Fashions, Inc.

WE, the undersigned hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida.

ARTICLE I.

The name of the corporation shall be:

Carolina's Fashions, Inc.

ARTICLE II.

The general nature of the business and objects and purposes proposed to be transacted and carried on, are to do any and all activities or businesses permitted under the laws of the United States and of this State, as fully and to the same extent as natural persons might or could do.

To carry on the business of selling all types of high fashion clothing retail and wholesale, for men women and children, etc., and to do all other matters relating to the above.

ARTICLE III.

CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be One thousand (1,000) (common) shares of one cent (.01) par value.

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ARTICLE IV.

AMOUNT OF CAPITAL TO BEGIN BUSINESS WITH

The amount of capital with which this corporation shall commence business is Five Hundred (\$500.00) Dollars.

ARTICLE V.

EXISTENCE OF CORPORATION

The existence of this corporation shall be perpetual unless sooner dissolved according to law.

ARTICLE VI.

PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation shall be located at 2918 Penn Ave.-Suite-A, Marianna, FL. 32448, and the mailing address shall be the same.

ARTICLE VII.

NUMBER OF DIRECTORS

The number of directors of this corporation shall be no less than one (1).

ARTICLE VIII.

The names and post office addresses of the first Board of Directors and officers of this corporation shall be:
Carolyn Y. Marshall-3416 S.W. 143 Avenue, Miramar, Florida 33027.

The names and post office addresses of each subscriber
and the number of shares of stock which each agrees to take are:
Carolyn Y. Marshall-3416 S.W. 143rd Avenue, Miramar, Florida 33027 (100%).

ARTICLE X.

The directors of this corporation, in addition to the powers conferred by the laws of the State of Florida, shall have the power to make, alter, amend and repeal the By-laws, and to set apart, out of any of the funds of the corporation available for dividends, a reserve or reserves for any proper purpose, and to alter or abolish such reserve.

The corporation reserves the right to amend, alter, change, or repeal any provisions contained in this Certificate of Incorporation, in any manner now or thereafter prescribed by law, and all rights conferred on officers, directors and stockholders herein are granted subject to this reserve.

ARTICLE XI.

REGISTERED AGENT

The street address of the initial registered office of this corporation is: 2918 Penn Avenue-Suite-A, Marianna, Florida 32448.

The initial registered agent is: Carolyn Y. Marshall
I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Carolyn Y. Marshall
Carolyn Y. Marshall (SEAL)

Carolyn Y. Marshall 3-14-03
Incorporator-Carolyn Y. Marshall-Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, I have hereunto set my hand this

14 day of March, 2003.

STATE OF FLORIDA)
) SS.
COUNTY OF Broward)

BEFORE ME, the undersigned authority, authorized to administer oaths and take acknowledgements, personally appeared Carolyn Y. Marshall to me well known to be the persons described in and who executed the foregoing Certificate of Incorporation, and they acknowledged before me, each for himself and not one for the other, that they executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at Broward County, Florida this 14 day of March, 2003.

Verified Fla. Df #501-0

Carolyn Pennington

NOTARY PUBLIC
Carolyn Pennington
My Commission Expires:
6-28-06

