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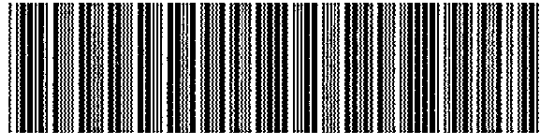
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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DIVISION OF REGISTRATION



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 0721000000032

REFERENCE : 084600 9542A

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 70.00

ORDER DATE : May 7, 2003

ORDER TIME : 1:33 PM

ORDER NO. : 084600-015

CUSTOMER NO: 9542A

CUSTOMER: Michael Feinstein, Esq
Michael Feinstein, Esq

Suite 700
888 East Las Olas Boulevard
Fort Lauderdale, FL 33301

DOMESTIC FILING

NAME: ZOLA KELLER FASHIONS, INC.

FILE FIRST

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS: _____

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ARTICLES OF INCORPORATION OF
ZOLA KELLER FASHIONS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

Article I. Name

The name of the corporation shall be:

ZOLA KELLER FASHIONS, INC.

The address of the principal office of this corporation shall be 818 East Las Olas Boulevard, Fort Lauderdale, Florida 33301 and the mailing address of the corporation shall be the same.

Article II. Nature of the Business

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

Article III. Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

Article IV. Registered Agent

The street address of the initial registered office of the corporation shall be 888 East Las Olas Boulevard, Suite 700, Fort Lauderdale, Florida 33301, and the name of the initial registered agent of the corporation at that address is Michael L. Feinstein, P.A.

Article V. Term of Existence

This corporation is to exist perpetually.

Article VI. Stockholders

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Stockholders, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Stockholders, initially.

Article VII. Officers

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Name:	Address:
Zola Keller, President	818 East Las Olas Boulevard Fort Lauderdale, Florida 33301
Ave Keller, Vice President	818 East Las Olas Boulevard Fort Lauderdale, Florida 33301

Article VIII. Preemptive

The corporation elects to have preemptive rights.

Article IX. Special Provisions

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an "S" corporation as defined therein.

Article X. Incorporator

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The name and street address of the incorporator to these Articles of Incorporation is:

03 MAY - 7 PM 1:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Michael L. Feinstein, P.A.
888 East Las Olas Boulevard
Suite 700
Fort Lauderdale, Florida 33301

IN WITNESS WHEREOF, the undersigned agent of Michael L. Feinstein, P.A. has hereunto set their hand and seal of Michael L. Feinstein, P.A. on 5/1/03.

MICHAEL L. FEINSTEIN, P.A.

By: 

Its agent -
Michael L. Feinstein

Acceptance of Registered Agent Designated
in the Articles of Incorporation

Michael L. Feinstein, P.A., a Florida corporation authorized to transact business in this state, having a business office identical with the registered office of the corporation named above and having been designated as the registered agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of registered agent under Section 607.0505 of the Florida Statutes.

MICHAEL L. FEINSTEIN, P.A.

By: 

Its agent -
Michael L. Feinstein