

P03000052217

Division of Corporations

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Florida Department of State  
Division of Corporations  
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FLORIDA PROFIT CORPORATION OR P.A.

THE KNOTICAL BOUTIQUE COMPANY

|                       |         |
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FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

May 12, 2003

LAZARUS CORPORATE FILING SERVICE, INC. —

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION

-of-

THE KNOTICAL BOUTIQUE COMPANY

The undersigned being a natural person, for the purpose of becoming a corporation under the laws of the State of Florida, and under the provisions of the Florida Corporation Act hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is THE KNOTICAL BOUTIQUE COMPANY

ARTICLE II

The general nature of the business to be conducted and carried on by this Corporation is:

A. To engage in all phases and aspects of the retail garment and clothing industry.

B. To engage in all phases of work regarding the acquisition and disposition of real and personal property, both tangible and intangible.

C. To engage in every aspect and phase of each and every lawful business or operation permitted by the laws of the State of Florida.

The foregoing shall not restrict any other lawful business of the Corporation.

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The Corporation shall, in addition, have the power to carry on any other lawful business whatsoever in connection with the foregoing.

#### ARTICLES III

A. The stockholders are authorized to issue and have outstanding at any time 1000 shares of common stock with no par value.

B. The Stockholders are authorized to enter into an agreement regarding the limitations and requirements of voting, which agreement shall be binding upon all persons.

#### ARTICLE IV

The amount of capital with which this Corporation may begin business shall not be less than Five Hundred and No/100 Dollars (\$500.00).

#### ARTICLE V

The Corporation shall commence business on the day of incorporation and its continued existence shall be perpetual.

#### ARTICLE VI

The name and street address of the initial registered agent and registered office of this Corporation is:

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Registered Agent:

Arthur F. McCormick, IV  
7550 Red Road, Suite 203  
South Miami, Florida 33143

The initial business office address of the Corporation is:

2690 S.W. 28<sup>th</sup> Lane  
Miami, Florida 33133

However, this Corporation may, from time to time, move the principle office to any other address in Florida, and shall have the right and power to transact business and establish offices within and without the State of Florida, and in foreign countries, as may be necessary or convenient.

#### ARTICLE VII

The Corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased from time to time pursuant to the bylaws adopted by the Stockholders, but shall never be less than one.

A. The Board of Directors is expressly authorized to do any of the following:

1. To make, alter, amend or repeal the Bylaws of the Corporation.
2. To amend these Articles of Incorporation in any manner provided by law. Every amendment shall be approved by a majority of the Board of Directors and upon approval shall be passed if the shareholders by the affirmative vote of the holders

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of two-third (2/3) of the shares entitled to vote, or all of the shareholders by written consent, have approved the amendment.

3. To create mortgages and liens upon the real and personal property of the Corporation.

4. To create out of any funds of the Corporation available for dividends, a reserve or reserves for any purpose.

5. After approval of the holders of all of the stock issued and outstanding, to sell, lease or exchange all of the property and assets of the Corporation, upon such terms and conditions, as the Board of Directors shall deem expedient and for the best interests of the Corporation.

6. To enter into any contract or transaction between the Corporation and any other firm or corporation the existence of which shall not be affected or invalidated because any one of the Directors or Officers of this Corporation is interested in, or is a member, stockholder, director or officer of such other firm or corporation or has ownership or equitable interest in the real or personal property involved in the transaction.

#### ARTICLE VIII

The name and address of the initial first members of the Board of Directors is set forth below. These directors shall hold office for the first year of the Corporation's existence or until their Successors are elected or qualified:

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LUISA MARIA FUERTES

2690 S.W. 28<sup>th</sup> Lane  
Miami, Florida 33133

MARTA D. GUERRA

2690 S.W. 28<sup>th</sup> Lane  
Miami, Florida 33133

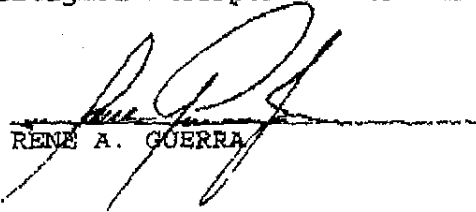
ARTICLE IX

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

Rene A. Guerra  
650 Leucadendra Drive  
Coral Gables, Florida 33143

EXECUTED by the undersigned Incorporator on this

9th day of May 2003.

  
RENE A. GUERRA

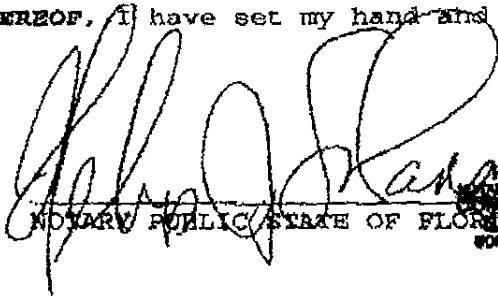
STATE OF FLORIDA       )  
                              ) S.S.  
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared RENE A. GUERRA, known to me to be the person who executed the foregoing Articles of Incorporation of THE KNOTICAL BOUTIQUE COMPANY and he acknowledged that he executed these Articles of Incorporation for the purposes therein expressed.

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IN WITNESS WHEREOF, I have set my hand and seal this  
9th day of May, 2003.



HELVE J. SOLANA  
NOTARY PUBLIC - STATE OF FLORIDA  
COMMISSION # DD120366  
EXPIRES 03/06/2007  
FORCED BY 1-800-NOTARY1

S E A L

CERTIFICATE DESIGNATION REGISTERED AGENT  
AND ACCEPTANCE OF REGISTERED OFFICE

In accordance with Chapter 48.091, Florida Statutes, we are  
hereby submitting the following designation and acceptance:

DESIGNATION

I, RENE A. GUERRA, the Incorporator for THE KNOTICAL BOUTIQUE  
COMPANY hereby designate ARTHUR F. MCCORMICK, IV, ESQUIRE as its  
registered agent whose office address is 7550 Red Road, Suite 203,  
South Miami, Florida 33143.

ACCEPTANCE

Having been named as registered agent for the above  
corporation, I hereby agree to act in this capacity for such  
Corporation.



ARTHUR F. MCCORMICK, IV

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