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FLORIDA PROFIT CORPORATION OR P.A.

the espanola way boutique, inc.

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**Articles of Incorporation
of
The Espanola Way Boutique, Inc.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

Article I Corporate Name. The name of the corporation is The Espanola Way Boutique, Inc. (the "Corporation").

Article II Nature of Business; Purpose. The general nature of the business to be transacted by the Corporation is to engage in any and all business permitted under the laws of the State of Florida.

Article III Capital Stock. The maximum number of shares that this Corporation is authorized to issue and have outstanding at any one time is 500 shares of common stock having a par value of \$1.00 per share.

Article IV Term. The Corporation shall have a perpetual existence.

Article V Registered Agent; Initial Registered Office. The Registered Agent and the street address of the Initial Registered Office of the Corporation in the State of Florida shall be:

Harriet Dinari
415 Espanola Way
Miami Beach, Florida 33139

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

Article VI Principal Office; Mailing Address. The address of the principal office of the Corporation and the mailing address of the Corporation is as follows:

415 Espanola Way
Miami Beach, Florida 33139

Article VII Board of Directors. The Corporation shall be two (2) directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders by shall never be less than one (1).

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Article VIII Initial Directors. The names and addresses of the initial directors of the Corporation are as follows:

Harriet Dinari
415 Espanola Way
Miami Beach, Florida 33139

Judith Ozer
415 Espanola Way
Miami Beach, Florida 33139

Article IX Incorporator. The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Bart H. Chepenik
1177 Kane Concourse, Suite 104
Bay Harbor Islands, Florida 33154

Article X Amendment. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be proposed by the Board of Directors and approved by the shareholders at a shareholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the shareholders sign a written agreement manifesting their intent that a specific amendment of these Articles be made.

Having been named registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Harriet Dinari
Registered Agent

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on September 22, 2003.



Bart H. Chepenik
Incorporator

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