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LTJ Fashions Inc. 717 High Point Blvd. North Delray Beach, FL 33445

October 8, 2003

State of Florida Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Gentlemen:

Enclosed please find the Articles of Incorporation for LTJ Fashions Inc. and a check in the amount of \$122.50 to cover the filing of these articles.

Very truly yours,

Lawrence Aufiero

ARTICLES OF INCORPORATION OF LTJ Fashions Inc.

The undersigned, acting as incorporator of LTJ Fashions Inc. under the Florida Business Corporation Act, adopts the following articles of incorporation.

ARTICLE I - NAME

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The name of the corporation is:

LTJ Fashions Inc.

ARTICLE II - ADDRESS

The mailing address of the corporation is:

717 High Point Blvd. North Delray Beach, FL 33445

ARTICLE III - COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing these articles of incorporation.

ARTICLE IV - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE V - AUTHORIZED SHARES

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

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 717 High Point Blvd. North, Delray Beach, FL 33445 and the name of the corporation's initial registered agent at that address is Lawrence Aufiero.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may either be increased or diminished from time to time as provided in the bylaws, but never be less than one. The name and address of the initial director are:

NAME Lawrence Aufiero

ADDRESS
717 High Point Blvd. North
Delray Beach, FL 33445

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator are:

NAME
Lawrence Aufiero

ADDRESS 717 High Point Blvd. North Delray Beach, FL 33445

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders which specifically provides that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X - AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these articles of incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these articles of incorporation this _____ day of ________, 2003.

LTJ Fashions Inc.

Lawrence Aufiero

Incorporator

STATE OF FLORIDA)	
· COUNTY OF BROWARD)	ss:

Before me, a notary public authorized to take acknowledgment in the state and county set forth above, personally appeared Lawrence Aufiero known to me and known by me to be the person who executed the foregoing articles of incorporation, and he/she acknowledged before me that he/she executed the articles of incorporation.

In witness whereof, I have hereto set my hand and seal in the state and county aforesaid this _____ day of _____ October___, 2003.

Notary Public

Patricia Miller Commission # CC 956188 Expires July 20, 2064 Bonded Thru Atlantic Bonding Co., Inc.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with and accept the obligations of the position.

Lawrence Aufiero