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ARTICLES OF INCORPORATION

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REMI'S FASHIONS, INC.

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned, natural persons of the ages of twenty-one years or more, acting as incorporators of a corporation under the provisions of the statutes of the State of Florida, adopt the following Articles of Incorporation.

ARTICLE I--Name

The name of this corporation is the, REMI'S FASHIONS, INC.

6812 Arques Road - Jacksonville, Florida 32205.

ARTICLE II--Duration

The period of duration of the corporation is perpetual.

ARTICLE III--Purposes and Powers

Section 1. Purposes. The Corporation is organized for the purpose of engaging in the business of any lawful endeavor allowed under the laws of the State of Florida and the United States of America.

Section 2. Powers. Subject to any specific limitations imposed by these Articles of Incorporation, the corporation shall have the following powers:

(a) All those powers authorized by Statute.

(b) The power to carry out the purposes set forth above in any state, territory, district or possession of the United States, or in any foreign country, to the extent that such purposes are not forbidden by the law of such state, territory, district, or possession of the United States, or by such foreign country.

(c) The power to indemnify any director, officer, or employee, or former director, officer or employee of the corporation against expenses actually and necessarily incurred by him or her in connection with the defense or settlement of any action, suit or proceeding in which he or she is made party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he or she shall be adjudged of misconduct in the performance of duty.

ARTICLE IV--Authorized Shares

The aggregate number of shares which the corporation shall have authority to issue is 1000.00 shares, all of which shares shall be with a par value of \$ 1.00 per share.

ARTICLE V--Classes of Shares and Shareholders' Rights

Section 1. Classes of Shares.

(a) All shares shall be of par value.

Section 2. Common Stock in the Event of the Liquidation or the Dissolution of the Corporation shall be at par value.

Section 3. Voting Rights.

(a) Common Stock. Every holder of common stock of the corporation shall be entitled to one vote for each share of stock standing in his or her name on the books of the corporation.

(b) Cumulative Voting. At each election of directors, cumulative voting shall be permitted.

Section 4. Pre-emptive Rights.

(a) Common Stock. The holders of the common stock of the corporation shall have a pre-emptive right to purchase the shares of the common stock of the corporation that may be authorized by these Articles of Incorporation and unissued, and shall have the pre-emptive right to purchase at such price and upon such terms and conditions as the Board of Directors shall fix, such of the shares of the common stock of the corporation as may be authorized in excess of the shares of common stock authorized by these Articles of Incorporation, or as may be held in the treasury of the corporation. Such pre-emptive rights shall be exercised in the respective ratio which the number of shares held by each shareholder at the time of such issue bears to the total number of shares outstanding in the names of all shareholders at such time.

ARTICLE VI--Regulation of Internal Affairs

Section 1. The general management of the affairs of the corporation shall be exercised by a Board of Directors.

Section 2. The Board of Directors shall have the power to make, alter, amend or repeal the bylaws, but any bylaws so made may be altered, amended or repealed by the affirmative vote of two-thirds (2/3) of the shareholders having voting rights at any annual or special meeting.

Section 3. No contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees; or in which they are interested, shall be invalid solely because of the fact of such interest or the presence of such director or directors at the meeting of the Board of Directors of the corporation which acts upon or in reference to such contract or transaction, provided the facts of such interest shall be disclosed or known to the Board of Directors and the Board of directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the directors present. Such interested director or directors shall be counted in determining whether a quorum is present, but shall not be counted in calculating the majority necessary to carry such vote and not to be permitted to vote upon such question.

This section shall not be construed to invalidate any contract or other transaction which would otherwise be invalid under the common and statutory law applicable thereto.

ARTICLE VII--S CORPORATION

One a motion duly made, seconded and unanimously carried, the following resolution was unanimously approved:

WHEREAS, it is deemed advisable that the offer, sale and issue of shares by the corporation shall be in such a manner that qualified shareholders shall receive the benefits of Section 1244 of the Internal Revenue Code; and

WHEREAS, this corporation is a small business corporation as defined in Section 1244 (c) (2) of the Internal Revenue Code;

NOW, THEREFORE, BE IT RESOLVED that the shares of stock of the corporation qualify as "Section 1244 stock" as such term is used and defined in the Internal Revenue Code of 1954 as amended, and the Regulations issued thereunder.

ARTICLE VIII--Registered Office and Agent

The address of the initial registered office of the corporation is 6812 Arques Road, Jacksonville, Florida, 32205 and the name of the initial registered agent of the corporation at such address is, Apryl Johnson.

ARTICLE IX--Board of Directors

The initial Board of Directors shall consist of 2 members, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors be elected and qualify are:

Apryl Johnson 6812 Arques Road, Jacksonville, Fl 32205 President/Treasurer
Brian Johnson 6812 Arques Road, Jacksonville, Fl 32205 Vice President

ARTICLE IX--Incorporators

The names and addresses of the incorporators of the corporation are:

Apryl Johnson 6812 Arques Road, Jacksonville, Florida, President/Treasurer
Brian Johnson 6812 Arques Road, Jacksonville, Florida, Vice President

ARTICLE X--Indemnification

Each person herein named or hereafter elected a Director or officer of this corporation shall be indemnified by the corporation against all costs and expenses, including counsel fees, reasonably incurred by or imposed upon him or her in connection with or resulting from any claim, demand, action, suit or proceedings to which he or she is or may be made a party by reason of being or having been a director or officer of this corporation, except as to matters as to which he or she shall be finally adjudged in such action to have been derelict in the performance of his or her duties as such director or officer.

ARTICLE XI--Right to Amend

The right is expressly reserved to amend this Article of Incorporation or any article herein in any manner or respect now or hereafter permitted or provided by the corporation laws of the state of Florida and the rights of all shareholders are expressly made subject to such power of amendment.

FOR SERVICE OF PROCESS WITHIN THE
STATE OF FLORIDA, AND NAMING THE
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with the laws of the State of Florida, the following
is submitted.

1. That REMI'S FASHIONS, INC. desiring to qualify under the
laws of the State of Florida, with its principal place of business in the
City of Jacksonville, State of Florida, has named Apryl Johnson located
6812 Arques Road, Jacksonville, Florida 32205, as its Registered Agent to
accept service of process within the Sate of Florida.

DATED: 11-11-03

Remi's Fashions, Inc.

By: [Signature]
(Corporate Signature) P 362013706050

President
(Title)

Having been named to accept service of process for the above stated
corporation at the place designated above, I HEREBY AGREE TO ACT in this
capacity and agree to comply with the provisions of all statutes relative
to the proper and complete performance of my duties.

DATED: 11-11-03



Wm R Forehand
My Commission CC991422
Expires February 16, 2005

[Signature]

[Signature]
Apryl Johnson P 362013706050

[Signature]
Incorporator Apryl Johnson

[Signature]
Incorporator-Brian Johnson

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STATE OF FLORIDA
DEPARTMENT OF BANKING AND FINANCE