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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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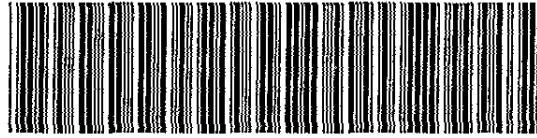
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02-11-04
T.O.

Quarter Number Only

VALIDATION ONLY

RICHARD A. CRISONINO, ESQ.
Requestor's Name
2534 S.W. 6. Street
Address
Miami FL 33135 305-541-4040
City State ZIP Phone

CORPORATION NAME

ROMAN PALACE by Chico's Inc.

- Profit
 NonProfit
 Foreign
 Limited Partnership
 Other
 Certified Copy
 Walk In
 Amendment
 Dissolution
 Change of Registered Agent
 Photo Copies
 Will Wait
 Merger
 Alien Business Organization
 Certificate Under Seal
 Pick Up
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REFUND	_____
PHOTOCOPY	_____

**ARTICLES OF INCORPORATION
OF
ROMAN PALACE BY CHICO'S, INC.**

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I, the undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract for the purpose of forming a corporation under the laws of the State of Florida, hereby adopt Articles of Incorporation as follows:

ARTICLE I

The name of the corporation is **ROMAN PALACE BY CHICO'S, INC.**

ARTICLE II

The General nature of the business or business to be transacted by this corporation is _____

ARTICLE III

- (1) To purchase, lease, hire, or otherwise in any acquire, own, hold, operate, develop, manufacture, produce, process, improve, sell, assign, transfer, exchange, mortgage, pledge or otherwise in any manner dispose of, turn to account or convey or deal in or with, as principal, agent broker, real property, improved or unimproved, and personal property, tangible or intangible, including, without limitation, securities and obligations of any issuer whether or not incorporated;
- (2) To apply for, acquire, hold, own, enter into, use, dispose of and generally deal in and with grants, concessions, franchises, licenses, copyrights, patents, trade marks, trade names and similar rights and interest of every kind and description;
- (3) To assist financially and otherwise any entity, wherever located, any security, chose in action, contract or obligation which is held directly or indirectly by or for the corporation, or in the business, financing or welfare of which the corporation shall have any interest.
- (4) To form or acquire, alone or jointly with others, subsidiary corporations without regard to whether the purpose of such corporations are commensurate with the purposes stated in these Articles of Incorporation, and to convey and assign all or any part of the assets of the Corporation to any such subsidiary corporation or corporations in exchange for share of the capital stock or other securities or evidences of indebtedness of such subsidiary corporation or corporations;
- (5) To enter into general partnerships, limited partnerships (as general or limited partner), joint venture, syndicates, pools, associations and other arrangements for carrying on one or more of the purposes set forth in these Articles of Incorporation, jointly or in common with others;

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 5,000 shares of common stock with a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE V

This corporation may have such other offices within or without the State of Florida, and within without the United States of America as may be necessary or convenient. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI

This corporation shall have (1) one director initially. The number of Directors may be increased or diminished from time to time by the By-Laws adopted by the Shareholders.

ARTICLE VII

The names and street addresses of the first Board of Directors of this corporation who shall hold office until their successors are elected and have qualified are:

NAME

ADDRESS

Luis Castano

5300 S.W. 172nd Avenue
Fort Lauderdale, FL

ARTICLE VIII

The address of the corporations registered office is 2534 S.W. 6th Street, Miami, FL 33135. The name of its initial registered agent is Richard A. Crisonino, Esquire whose address is 2534 S.W. 6th Street, Miami, Florida 33135.

ARTICLE IX

The names and street addresses of the persons signing these Articles of Incorporation as subscribers are:

NAME

ADDRESS

Richard A. Crisonino, Esquire

2534 S.W. 6th Street
Miami, FL 33135

ARTICLE X

The shareholders of this corporation shall have preemptive rights to acquire unissued or treasury share of this corporation, or securities of this corporation convertible into or carrying a right to subscribe to or acquire shares.

ARTICLE XI

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by Statute, and all rights conferred on stockholders herein are granted subject to this reservation.

I, the subscriber to these Articles of incorporation have hereunto set my hand and seal this the 2 day of February, 2004.


RICHARD A. CRISONINO, ESQUIRE

STATE OF FLORIDA
COUNTY OF DADE

TO ALL WHOM IT MAY CONCERN, BE IT KNOWN that before me, the undersigned officer duly authorized under the laws of the State of Florida to administer oaths and take acknowledgements and affidavits, this day personally appeared RICHARD A. CRISONINO, ESQUIRE, to me well known and known to me to be the person who subscribed to and signed the above and foregoing Articles of Incorporation, and acknowledged making and subscribing to the above Articles of Incorporation for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this the 2 day of February, 2004.


NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES:



Celia C Rubio
My Commission DD109054
Expires April 15, 2006

The undersigned, having been named to accept service of process for the above corporation at the above stated address hereby accepts such appointment and agrees to comply with the provisions of Chapter 48.091 of the Florida Statutes insofar as they apply to him as such agent.


RICHARD A. CRISONINO, ESQUIRE