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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

SEXY WEAR IN THE CITY, INC.

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Page Count	03
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION
OF

SEXY WEAR IN THE CITY, INC.

THE UNDERSIGNED INCORPORATOR (S), FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT, HEREBY ADOPTS (S) THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLES I NAME

THE NAME OF THE CORPORATION SHALL BE: SEXY WEAR IN THE CITY, INC.

THE PRINCIPAL PLACE OF BUSINESS OF THIS CORPORATION SHALL BE: 560 N.E. 61ST COURT FT. LAUDERDALE, FLORIDA 33334-1940

ARTICLES II NATURE OF BUSINESS

THIS CORPORATION MAY ENGAGE IN OR TRANSACT ANY OR ALL LAWFUL ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES, THE STATE OF FLORIDA, OR ANY OTHER STATE, COUNTRY, TERRITORY OR NATION.

ARTICLE III CAPITAL STOCK

THE AGGREGATE NUMBER OF SHARES OF STOCK AND ITS VALUE THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS: FIVE HUNDRED SHARES, PAR VALUE OF \$1.00.

ARTICLE IV TERM OF EXISTENCE

THIS CORPORATION IS TO EXIST PERPETUALLY.

ARTICLE V OFFICERS DIRECTORS

THE NAME (S) AND STREET ADDRESS (ES) OF THE INITIAL OFFICER (S) AND DIRECTOR (S), IF ANY, WHO SHALL HOLD OFFICE THE FIRST YEAR OF THE CORPORATION'S EXISTENCE OR UNTIL THEIR SUCCESSOR (S) IS (ARE) ELECTED, IS (ARE):
SUSY BENEDICT 560 N.E. 61ST COURT FT. LAUDERDALE, FL 33334 - PRESIDENT
DARYL BENEDICT 560 N.E. 61ST COURT FT. LAUDERDALE, FL 33334 - VICE-PRESIDENT

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ARTICLE VI INCORPORATOR (S)

THE NAME (S) AND STREET ADDRESS (ES) OF THE INCORPORATOR (S) TO
THIS ARTICLES OF INCORPORATION IS (ARE):
SUSY BENEDICT 560 N.E. 61ST COURT FT. LAUDERDALE, FL 33334 ~ 75% SHAREHOLDER
DARYL BENEDICT 560 N.E. 61ST COURT FT. LAUDERDALE, FL 33334 ~25% SHAREHOLDER

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR (S) HAS (HAVE)
EXECUTED THESE ARTICLES OF INCORPORATION THIS 18TH DAY OF MARCH, 2004

SIGNATURE (S) OF INCORPORATOR (S)

Susy Benedict

Daryl Benedict

CERTIFICATE OF DESIGNATION
REGISTER AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.325, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION: SEXY WEAR IN THE CITY, INC.
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

NAME: SUSY BENEDICT

ADDRESS: 560 N.E. 61ST COURT FT. LAUDERDALE, FLORIDA 33334

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TALLAHASSEE, FLORIDA

SIGNATURE
TITLE
DATE

Susy Benedict
President
03-18-04

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE
DATE

Susy Benedict
03/18/04