

**Electronic Articles of Incorporation
For**

P04000051099
FILED
March 23, 2004
Sec. Of State
VINGRAM

PRO-LINE FASHION, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

PRO-LINE FASHION, INC.

Article II

The principal place of business address:

653 WEST 23RD STREET
SUITE 229
PANAMA CITY, FL. US 32405

The mailing address of the corporation is:

653 WEST 23RD STREET
SUITE 229
PANAMA CITY, FL. US 32405

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

200 COMMON SHARES WITHOUT PAR VALUE

Article V

The name and Florida street address of the registered agent is:

ALLSTATE CORPORATE SERVICES CORP.
653 WEST 23RD STREET
SUITE 229
PANAMA CITY, FL. 32405

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: BRENDA WEISS

Article VI

The name and address of the incorporator is:

BRENDA WEISS
653 WEST 23RD STREET
SUITE 229
PANAMA CITY, FLORIDA 32405

Incorporator Signature: BRENDA WEISS

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
CHRISTOPHER THOMPSON
142 EAST 32ND STREET
BROOKLYN, NY. 11226 US