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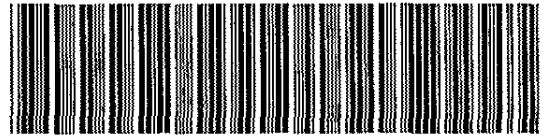
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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LAW OFFICE OF
JOEL T. DAVES
WACHOVIA BANK BUILDING
303 BANYAN STREET, SUITE 400
WEST PALM BEACH, FL 33402

TELEPHONE (561) 835-1801
TELEFAX (561) 832-6236

April 21, 2004

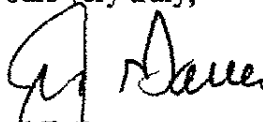
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation
Little Worth Avenue, Inc.

Dear Division of Corporations:

Enclosed find original and two copies of Articles of Incorporation for Little Worth Avenue, Inc. and check for \$87.50 for the filing fee, certified copy and certificate of status for the corporation.

Yours very truly,



Joel T. Daves
Wachovia Bank Building – Suite 400
303 Banyan Street
West Palm Beach, FL 33401
Phone (561)835-1801

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**ARTICLES OF INCORPORATION
OF
LITTLE WORTH AVENUE, INC.**

ARTICLE I. CORPORATE NAME

The name of this corporation shall be Little Worth Avenue, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address is:

Little Worth Avenue, Inc.
c/o Joel T. Daves
Wachovia Bank Building – Suite 400
303 Banyan Street
West Palm Beach, FL 33401

ARTICLE III. PURPOSE.

The purpose for which the corporation is organized is to engage in the business of buying and selling goods and merchandise and for such other business purposes as may be incidental thereto.

ARTICLE IV. SHARES OF STOCK.

The maximum number of shares this corporation shall be authorized to issue and have outstanding at any one time shall be a total of 100 shares, par value \$.01 per share, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders of common shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V. INITIAL OFFICERS AND DIRECTORS.

The initial officers and directors shall be:

Brenda Van der Mije
3250 Shoup Road
Colorado Springs, CO 80908

President
Director

Dennis Le Marsh
710 South County Road
Palm Beach, FL 33480

Secretary/Treasurer
Director

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ARTICLE VI. REGISTERED AGENT.

The name and street address of the registered agent is:


Joel T. Daves
Wachovia Bank Building – Suite 400
303 Banyan Street
West Palm Beach, FL 33401

ARTICLE VII. INCORPORATOR.

The name and address of the incorporator is:

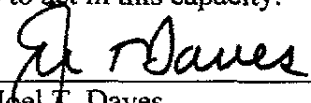
Joel T. Daves
Wachovia Bank Building – Suite 400
303 Banyan Street
West Palm Beach, FL 33401

THE UNDERSIGNED has executed these articles of incorporation as incorporator on this 27 day of April, 2004.



Joel T. Daves
Incorporator

ACCEPTANCE: Having been named as resident agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Joel T. Daves
Registered Agent
Date: 4/27/04

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