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**ARTICLES OF INCORPORATION
Of
THE FASHION PULSE, INC.**

Pursuant to the provisions of the laws of the State of Florida, the undersigned hereby adopts the following Articles of Incorporation to organize the professional corporation described below (the "Corporation").

Article I

The name of the corporation is:

The Fashion Pulse, Inc.

Article II

The street address of the initial principal office and mailing address of the Corporation are as follows:

501 Brickell Key Drive
Suite 505
Miami, Florida 33131

Article III

The duration of the Corporation is perpetual, unless otherwise stated.

Article IV

The corporation is organized to engage in every aspect and phase of a retail clothing business; to engage in any activities which will facilitate and promote the retail business through its officers and employees; to invest and reinvest its funds in real estate, mortgages, stocks, bonds and any other type of investments; to purchase and own real and personal property necessary for engaging in retail business; and to transact any or all other lawful business.

Article V

The number of shares of common stock which the Corporation shall have the authority to issue is One Thousand (1,000). The par value of each of the authorized shares is \$.001.

Article VI

The Corporation elects to have preemptive rights.

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Article VII

The name of the initial registered agent and the street address of the initial office of the Corporation is:

Jennifer Terzian
501 Brickell Key Drive
Suite 505
Miami, Florida 33131

Article VIII

The Corporation shall have one director initially. The number of directors may be either increased or decreased from time to time, but shall never be less than one. The name and address of the initial Director of the Corporation is:

Jennifer Terzian
501 Brickell Key Drive
Suite 505
Miami, Florida 33131

Article IX

The name and address of the Incorporator of the Corporation is:

Jennifer Terzian
501 Brickell Key Drive
Suite 505
Miami, Florida 33131

Article X

Private property of the incorporators, directors, or officers, of the corporation shall not be subject to the payment of any corporate debts, liabilities or obligations. To the fullest extent permitted by the law of the State of Florida, the corporation shall indemnify any director or officer or the corporation for any liability arising by virtue of such directors or officers positions or former position with the corporation.

IN WITNESS THEREOF, the undersigned Incorporator executes these Articles of Incorporation on this 3rd day of August 2004.

THE FASHION PULSE, INC.

By: Jennifer Terzian
Jennifer Terzian, the Incorporator

**CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

Having been appointed registered agent of The Fashion Pulse, Inc., in its Articles of Incorporation, at the place designated in such Articles of Incorporation, the undersigned hereby agrees to act in this capacity and affirms that she is familiar with, and accepts, the obligations of such position.

Dated as of this 3rd day of August 2004.


Jennifer S. Terzian

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