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05 MAR -8 PM 2:22

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MILWAUKEE, WISCONSIN

March 3, 2005

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Special Occasions Wholesale, Inc.

Dear Sir/Madam:

Enclosed for filing with the State is the original and one copy of Articles of Incorporation for the above-referenced corporation, and a check in the amount of \$78.75 representing the filing fee, the registered agent fee and the cost of a certified copy. Please return a certified copy to the undersigned in the self-addressed, stamped envelope provided herein.

If you have any questions or if you require any additional information, please do not hesitate to contact me.

Very truly yours,



Steven L. Daniels

SLD/dk
Enclosures

**ARTICLES OF INCORPORATION
OF
SPECIAL OCCASIONS WHOLESALE, INC.**

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DIVISION OF CORPORATIONS
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I, the undersigned Incorporator and Subscriber, being a natural person competent to contract, hereby organize and incorporate under the laws of the State of Florida a corporation for profit as follows:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be Special Occasions Wholesale, Inc., having as its initial corporate mailing address: 7040-4 West Palmetto Park Road, Suite 658, Boca Raton, Florida 33433.

ARTICLE II - DURATION

This corporation shall be perpetual in existence unless sooner dissolved according to law.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in the wholesale apparel business and transacting any or all lawful business which corporations may transact pursuant to Chapter 607, Florida Statutes.

ARTICLE IV - CAPITAL STOCK

The authorized capital stock of the corporation shall be One Thousand (1,000) shares common stock.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property, or labor or services actually performed for the Corporation at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

Property, labor or services may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2424 North Federal Highway, Suite 462, Boca Raton, Florida 33431 and the name of the initial registered agent of this corporation at that address is Steven L. Daniels. This corporation shall have the privilege of having branch offices at other places within or without the State of Florida and within or without the United States of America. This corporation may, at its discretion, at any time, change the address of the principal place of business.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have an initial Board of Directors of two (2). The number of directors may be either increased or diminished from time to time but the number shall, subject to ARTICLE VIII below, never be less than one (1) nor more than five (5). The name and address of the initial directors of this corporation are:

James D. Goldstein
7040-4 West Palmetto Park Road
Suite 658
Boca Raton, FL 33433

Cynthia B. Goldstein
7040-4 West Palmetto Park Road
Suite 658
Boca Raton, FL 33433

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Steven L. Daniels, Esq.
Arnstein & Lehr LLP
2424 North Federal Highway, Suite 462
Boca Raton, Florida 33431

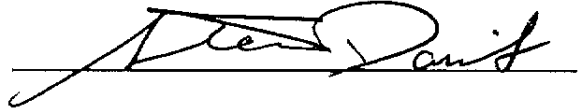
ARTICLE VIII - MANAGEMENT OF CORPORATION BY STOCKHOLDERS

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the Shareholders of this corporation shall so elect, they may exercise all powers and conduct the business and affairs of this corporation in lieu of the Board of Directors.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

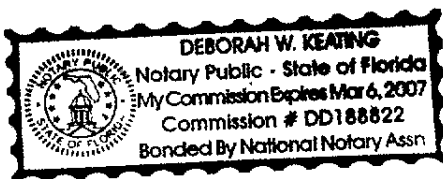
IN WITNESS OF THE FOREGOING, I have hereunto set my hand and seal, this 17 day of February, 2005.



STATE OF FLORIDA)
)SS:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day personally came and appeared before me, the undersigned authority, Steven L. Daniss, to me well known and known to me to be the person named in and who acknowledged to me that he executed the foregoing Articles of Incorporation as a free and voluntary act and deed and for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid, this 17 day of February, 2005.



Deborah W. Keating
NOTARY PUBLIC
Deborah W. Keating
(Type or Print Name)
State of Florida at Large
My Commission expires:
Commission Number:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to Florida Statutes the following is submitted:

First -- That Special Occasions Wholesale, Inc., has named Steven L. Daniels, who is located at Arnstein & Lehr LLP, 2424 North Federal Highway, Suite 462, Boca Raton, Florida 33431, City of Boca Raton, County of Palm Beach, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: _____

Steven L. Daniels

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DIVISION OF CORPORATION
06 MAR -8 PM 2:23