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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

m. b. h. retail enterprises, inc.

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF

M. B. H. RETAIL ENTERPRISES, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The undersigned incorporator to these Articles of Incorporation, a Florida corporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the Corporation is M. B. H. RETAIL ENTERPRISES, INC.

ARTICLE II - NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to own, buy, sell, lease, equip, and operate a retail clothing and apparel business, and deal in all kinds of clothing and apparel related products including shoes and accessories, and generally deal in all kinds of apparel related services and products necessary or useful in such occupation; and to engage in any other lawful activities within the purposes for which corporations may be organized under the Florida Business Corporation Act.

The corporation shall exercise any and all powers that corporations have and may exercise under the laws of the State of Florida and as the same may be amended. To do all and everything necessary, suitable, or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the exercise of any of the powers herein set forth, either alone or in conjunction with other corporations, firms, individuals, and with principals or agents, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the above mentioned objects, purposes, or powers.

Articles prepared by:
Sylvia Alarcon Sparler, Esq.
Florida Bar No. 900974
4200 South Dixie Highway
West Palm Beach, FL 33406
(561) 655-9400

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ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

Shares may be issued only for a consideration having value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and non-assessable.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V - REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The initial Registered Agent and the registered address of the corporation in the State of Florida shall be:

MICHAEL HUGGINS
1112 10TH STREET
West Palm Beach, FL 33401

ARTICLE VI - CORPORATION'S PRINCIPAL OFFICE

The initial principal office of the corporation shall be at 1112 10TH ST. West Palm Beach, FL 33401. The Board of Directors may, from time to time, move the principal office of the corporation to any other address in the State of Florida.

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by laws adopted by the stockholders, but shall never be less than two (2).

ARTICLE VIII- INITIAL OFFICERS

The names of the initial officers of this corporation and their street address is:

Michael Huggins, President, 1112 10th St., West Palm Beach, Florida 33401
Barbara Huggins, Vice-President/Secretary, Treasurer, 1112 10th St., West Palm Beach, Florida 33401.

The persons named as initial officers shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX - INCORPORATOR

The name and street address of the individual signing these Articles of Incorporation as the Incorporator is:

MICHAEL HUGGINS
1112 10TH STREET, West Palm Beach, FL 33401

ARTICLE X - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights, pursuant to Section 607.0630, Florida Statutes, as amended from time to time.

ARTICLE XI- CONFLICT OF INTEREST

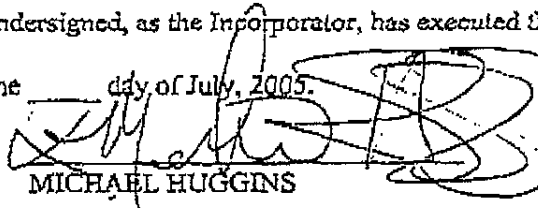
No contract between this corporation and another corporation or another individual shall be invalidated by reason of the fact that the one or more of the officers or directors of this corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this corporation may be the other individual or individuals contracting with this corporation.

ARTICLE XII - AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote

thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the _____ day of July, 2005.


MICHAEL HUGGINS

STATE OF FLORIDA)
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public, personally appeared MICHAEL HUGGINS, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation.

WITNESS my hand and official seal at _____, West Palm Beach, Florida,
____ day of July, 2005.

NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

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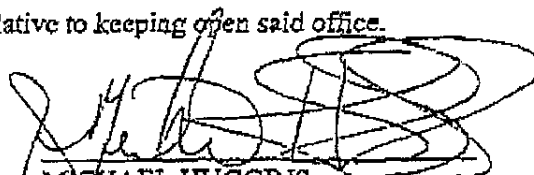
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Sec. 607.0501, Florida Statutes, the following is submitted, in compliance
with said Act:

That M. B. H. RETAIL ENTERPRISES, INC., desiring to organize under the laws of the
State of Florida, with its principal office, as indicated in the Articles of Incorporation, at West
Palm Beach, Palm Beach County, Florida, has named **MICHAEL HUGGINS**, 1112 10TH
Street, West Palm Beach, Florida 33401, 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 agree to act in this capacity, and agree to comply
with the provisions of said Act relative to keeping open said office.


MICHAEL HUGGINS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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