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DIVISION OF CORPORATIONS  
2006 NOV 15 PM 1:58  
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FILED  
06 NOV 14 AM 10:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

D. WHITE NOV 17 2006

## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

*Luciano's Designer  
Clothing Inc.*

Signature \_\_\_\_\_

Requested by: WLL

Name \_\_\_\_\_

Date 11/15

Time 1:30

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☒ Art of Inc. File \_\_\_\_\_

\_\_\_\_ LTD Partnership File \_\_\_\_\_

\_\_\_\_ Foreign Corp. File \_\_\_\_\_

\_\_\_\_ L.C. File \_\_\_\_\_

\_\_\_\_ Fictitious Name File \_\_\_\_\_

\_\_\_\_ Trade/Service Mark \_\_\_\_\_

\_\_\_\_ Merger File \_\_\_\_\_

\_\_\_\_ Art. of Amend. File \_\_\_\_\_

\_\_\_\_ RA Resignation \_\_\_\_\_

\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_

\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_

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\_\_\_\_ Certificate of Status \_\_\_\_\_

\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_

\_\_\_\_ Corp Record Search \_\_\_\_\_

\_\_\_\_ Officer Search \_\_\_\_\_

\_\_\_\_ Fictitious Search \_\_\_\_\_

\_\_\_\_ Fictitious Owner Search \_\_\_\_\_

\_\_\_\_ Vehicle Search \_\_\_\_\_

\_\_\_\_ Driving Record \_\_\_\_\_

\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_

\_\_\_\_ UCC 11 Search \_\_\_\_\_

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

RECEIVED

06 NOV 16 PM 3:55

TALLAHASSEE, FLORIDA

November 16, 2006

CAPITAL CONNECTION, INC.

SUBJECT: LUCIANO'S DESIGNER CLOTHING INC.  
Ref. Number: W06000050291

RE-SUBMIT  
PLEASE OBTAIN THE ORIGINAL  
FILE DATE

We have received your document for LUCIANO'S DESIGNER CLOTHING INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

An effective date may be added to the Articles of Incorporation if a 2007 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White  
Document Specialist  
New Filing Section

Letter Number: 706A00067116

RE-SUBMIT  
PLEASE OBTAIN THE ORIGINAL  
FILE DATE

**ARTICLES OF INCORPORATION**  
**OF LUCIANO'S DESIGNER CLOTHING INC.**

FILED

06 NOV 15 AM 10:02

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporators associate themselves with the intention of forming a professional corporation pursuant to Chapters 607 and 621 of the Florida Statutes and adopt the following articles of incorporation for the corporation:

ARTICLE ONE

NAME

The name of the corporation is Luciano's Designer Clothing Inc.

ARTICLE TWO

PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT

The address of the corporation's principal office is 17362 S. Dixie Hwy., Perrine Plaza, Perrine, FL 33157. The name of the initial registered agent, located at the same address, is Harold Tajaba.

ARTICLE THREE

DURATION

The period of the corporation's duration shall be perpetual, or until dissolved on a vote of the shareholders as provided in these articles.

ARTICLE FOUR

PURPOSE

The purpose of this corporation is to engage in the retail sale of Italian designer clothing, but it may engage in any lawful business.

ARTICLE FIVE

CAPITAL STOCK

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is 10,000 shares. These shares shall be of a single class of common stock, and shall have no par value.

**ARTICLE SIX**

**TAX ELECTION**

The corporation shall elect Subchapter S tax status, until otherwise notified.

**ARTICLE SEVEN**

**CORPORATE POWERS**

The corporation shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida.

**ARTICLE EIGHT**

**CAPITALIZATION**

The amount of capital with which the corporation shall begin to perform its business is not less than \$30,000.00.

**ARTICLE NINE**

**RESTRICTION ON TRANSFER OF SHARES**

All shares issued by this corporation shall be considered restricted and not freely transferable or alienable. Shares may only be sold with the unanimous consent of the board of directors. This restriction shall continue until such time as this corporation is merged or acquired by another corporation, and at such time said restriction shall cease to exist. All shares, when issued, shall have the notation conspicuously on them that states that the shares are restricted, and shall have them removed when they become freely transferable.

**ARTICLE TEN**

**MANAGEMENT**

The corporation shall be governed by its officers and shall not have a board of directors. No officer of the corporation shall be personally liable to the corporation or any of its shareholders for damages or breach of fiduciary duty as an officer, except as required by law under the business judgment rule.

The name of the initial corporate officers are as follows:

Nicholas L. Just ..... President  
Harold Tajaba ..... Secretary/Treasurer

ARTICLE ELEVEN

INCORPORATORS

The name, street addresses and initial percentage ownership of the outstanding shares to be issued of each person signing these articles of incorporation as an incorporator are:

- 1) Harold Tajaba  
10630 SW 158th Ct., #101 100% ownership  
Miami, FL 33196

ARTICLE TWELVE

DISSOLUTION

The corporation may be dissolved upon the following events happening: the unanimous consent of all shareholders or the State of Florida dissolving said corporation for cause. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders, pro rata.

ARTICLE THIRTEEN

FOREIGN REGISTRATION

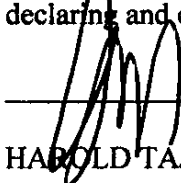
The corporation shall, upon the initial distribution of its product in an individual state, register as a foreign corporation in that state.

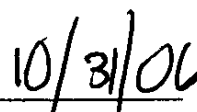
ARTICLE FOURTEEN

AMENDMENTS

The corporation reserves the right to alter, amend, change or repeal and provision contained in this Articles of Incorporation.

I THE UNDERSIGNED, being the incorporator named in Article Eleven, do hereby make and file these Articles for the purpose of forming a new corporation, hereby declaring and certifying that the facts contained herein are true.

  
HAROLD TAJABA

  
Date

**ACCEPTANCE OF REGISTERED AGENT**

I, HAROLD TAJABA, of 17362 S. Dixie Hwy., Perrine Plaza<sup>do</sup> Perrine, FL 33157  
hereby accept the initial appointment as the registered agent of LUCIANO'S DESIGNER  
CLOTHING INC., and will accept all service of process for the same.

Harold Tajaba

Date

10/31/06

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TALLAHASSEE, FLORIDA