

MEDVIN & MEDVIN
(NOT A PARTNERSHIP)
ATTORNEYS AT LAW
75 VALENCIA AVENUE
SUITE 900
CORAL GABLES, FLORIDA 33134
=====

TELEPHONE NO.: 448-3302
FACSIMILE NO.: 448-1750

PHILIP MEDVIN
JOSHUA D. MEDVIN
DANIEL E. TROOR

FAX TRANSMISSION COVER SHEET

TO : Division of Corporations - New Filings
ATTN : Ms. Doris McDuffy
FAX #: 904 487 6012
FROM : Philip Medvin
DATE : 2/13/95
NO. OF PAGES INCLUDING COVER SHEET: 9

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<input type="checkbox"/> For your information	<input type="checkbox"/> Original/Copy will follow in mail
<input checked="" type="checkbox"/> Per your request	<input checked="" type="checkbox"/> Take appropriate action
<input type="checkbox"/> Please call me on this	<input type="checkbox"/> Please call to confirm

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COMMENTS:

Re: The Parish of Boca Raton, Inc.
Dear Ms McDuffy -
Faxed is copy of Certificate of Inc. as filed. The
Designation of Registered Agent and Correspondence.
Kindly send me a certified copy of the Cert. of Incorpor.
as well as the original Charter, as requested in my letter of
12/28/95, a copy of which is faxed.
Thank you.
P. Medvin

DMC
2/14/95

SR

ST

FILED
95 JAN 18 PM 2:53
CLERK OF DISTRICT COURT
STATE OF FLORIDA

CERTIFICATE OF INCORPORATION
OF
THE PARISIAN OF BOCA RATON, INC.

FILED
95 JAN 18 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED does hereby associate himself and his successors and assigns together for the purpose of becoming incorporated under the laws of the State of Florida, and forming a corporation with the following proposed Charter.

ARTICLE ONE

The name of this Corporation shall be:

THE PARISIAN OF BOCA RATON, INC.

having its principal place of business at: 1305 West Palmetto Park Road, Boca Raton, FL 33486.

ARTICLE TWO

The general nature of this corporation is such that it shall engage in activities of the following nature: To own, operate, and manage a ladies' dresses and furnishings establishment to supply, sell, manufacture, purchase, any and all types of female clothing, attire and furnishings without restriction; to engage in, carry on, and do any any all acts, pursuits and business, which the proper and effective utilization of these corporate powers and objects may necessitate, and do any of all things authorized to be done by a corporation for profit in the State of Florida.

ARTICLE THREE

The capital of this corporation shall consist of 100 shares of no par value common stock, which stock shall be non-assessable and the whole or any part of said capital stock may be paid for in cash or may be issued by the Board of Directors for property, labor or services at a valuation to be fixed by the Board of Directors at a meeting to be called for such purpose.

ARTICLE FOUR

The corporation will begin business with capital of not less than ONE THOUSAND (\$1,000.00) DOLLARS.

ARTICLE FIVE

This corporation shall be perpetual existence, except that the same may be dissolved, as provided by law.

ARTICLE SIX

The principall place for the transaction of the business shall be at: 1385 West Palmetto Road, Boca Raton, FL 33486.

ARTICLE SEVEN

The corporation shall have a Board of one (1), which can be increased to not more than six (6), Directors. The number of Directors for each year may be determined by the stockholders at their annual meeting, or may be fixed by the by-laws.

ARTICLE EIGHT

The officers by whom the business of said corporation shall be conducted shall be a President, who shall be a Director, one or

more Vice Presidents, a Secretary and Treasurer, and Assistant Secretaries and Assistant Treasurers, and such other officers, agents, and factors as may be chosen in such manner, hold their offices for such terms and have powers and duties as may be prescribed by the by-laws or determined by the Board of Directors. The names and post office addresses of the officers and first Board of Directors, who shall conduct the business of the corporation until their successors elected at the first meeting shall be qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Stephen R. Cobbs	733 St. Albans Drive Boca Raton, FL 33486	President/Secretary/ Treasurer and Director

ARTICLE NINE

The names and post office addresses of each subscriber to these Articles of Incorporation with the amount of stock agreed to be taken by each, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>	<u>VALUE</u>
Stephen R. Cobbs	733 St. Albans Drive Boca Raton, FL 33486	100	\$1,000.00

ARTICLE TEN

The Directors and Officers shall be elected by the stockholders at their annual meeting, which will be held at the principal office of the corporation, or at such other place as may be provided by the by-laws or may otherwise be agreed upon; and the annual Directors' meeting shall be held immediately after the adjournment of the annual stockholders' meeting.

ARTICLE ELEVEN

There shall be no limitation of indebtedness or liability to which said corporation can at any time subject itself.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal at Dade County, State of Florida, this 28th day of December, 1994.


STEPHEN R. COBBS

STATE OF FLORIDA)

COUNTY OF DADE)

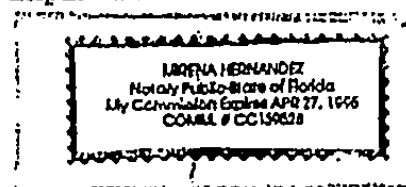
I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements under the laws of the State of Florida, STEPHEN R. COBBS, to me well known to be the person described in and who executed the foregoing Certificate of Incorporation, and acknowledged before me, that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal at Coral Gables, County of Dade, State of Florida, this 2nd day of December, 1994.


NOTARY PUBLIC, State of Florida

My Commission Expires:

-4-



DESIGNATION OF REGISTERED AGENT
OF
THE PARISIAN OF BOCA RATON, INC.

FILED

95 JAN 10 PM 3:53

1. The main office and principal place of business of this corporation is: STATE OF FLORIDA
TALLAHASSEE, FLORIDA

1385 West Palmetto Road
Boca Raton, FL 33406

2. The registered office of this corporation is:

~~1385 West Palmetto Road~~ 75 Valencia Avenue, Suite 900
~~Boca Raton, FL 33406~~ Coral Gables, FL 33134

3. The Registered Agent of this corporation upon whom service of process may be had is:

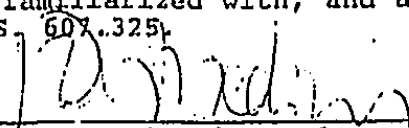
PHILIP MEDVIN, ESQ.
75 Valencia Avenue, Ste. 900
Coral Gables, FL 33134

THE PARISIAN OF BOCA RATON, INC.


STEPHEN R. COBBS, President

ACCEPTANCE OF DESIGNATION
AS RESIDENT AGENT FOR SERVICE OF PROCESS


THE UNDERSIGNED AGENT designated by THE PARISIAN OF BOCA RATON, INC., to accept process of Service on it behalf does hereby accept such appointment as Registered Agent pursuant to F.S. 607.037 and states that he is familiarized with, and accepts the obligations provided for in F.S. 607.325.


PHILIP MEDVIN, Registered Agent

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME the undersigned authority this 28th day of December, 1994, appeared STEPHEN R. COBBS, President of THE PARISIAN OF BOCA RATON, INC., and PHILIP MEDVIN, ESQ., Registered Agent, who upon being sworn stated that they executed the foregoing Designation of Resident Agent and Acceptance of Designation as Resident Agent of said corporation, for the purposes therein expressed.

My Commission Expires:


NOTARY PUBLIC, State of Florida

MARIA HERNANDEZ
Notary Public - State of Florida
Exp. Commission Expires 01/01/96