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Elizabeth Athanasakos
Attorney at Law

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1800 N. E. 20th STREET
FORT LAUDERDALE, FLORIDA 33304

February 3, 1995

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

EXPIRES DATE
2-3-95

FILED
FEB 03 1995
CORPORATION DIVISION
TALLAHASSEE, FLORIDA

RE: THE FITTING ROOM OF PALM HARBOR, INC.

Dear Sirs:

Enclosed is an original and one (1) copy of Articles of Incorporation for the above-referenced corporation as well as a Resident Agent Certificate. Also enclosed is a check in the amount of \$122.50 to cover the following:

Filing fee:	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	35.00

Thank you for your attention to this matter.

Very truly yours,


Elizabeth Athanasakos

EA/jkj
Enclosures

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****122.50 ****122.50

ARTICLES OF INCORPORATION
OF
THE FITTING ROOM OF PALM HARBOR, INC.

FILED
RECORDED
FEB 15 1995

THIS CORPORATION is submitted for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

EFFECTIVE DATE
2-3-95 ARTICLE I

The name of this corporation shall be THE FITTING ROOM OF PALM HARBOR, INC., with its principal place of business at 899 West 18th Street, Hialeah, 33010.

ARTICLE II

Corporate existence shall commence as of the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE III

This corporation is organized for the purpose of engaging in the sale, at retail and wholesale, of women's clothing and accessories, and transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes. In addition this corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

The authorized capital stock of the corporation shall be 10,000 shares with One (\$1.00) Dollar par value.

ARTICLE V

The corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE VI

The street address of the initial registered office of this corporation is in care of Law Offices of Elizabeth Athanasakos, 1800 NE 26th Street, Fort Lauderdale, FL 33305, and the name of the initial Registered Agent of this corporation is: Elizabeth Athanasakos

ARTICLE VII

This corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time as provided in the By-Laws, but shall never be less than one (1)

The name and address of the initial directors and officers of this corporation:

PAUL BONILLA JR. President	899 West 18th Street Hialeah, FL 33010
RICHARD BONILLA Vice President	899 West 18th Street Hialeah, FL 33010
MARIA BONILLA Secretary/Treasurer	899 West 18th Street Hialeah, FL 33010

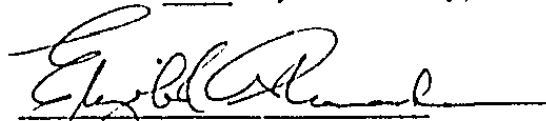
ARTICLE VIII

The name and address of the incorporator of this corporation is Elizabeth Athanasakos.

ARTICLE IX

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3 day of February, 1995.

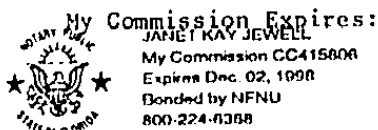

ELIZABETH ATHANASAKOS

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared, Elizabeth Athanasakos, to me known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and acknowledged that the foregoing Articles of Incorporation were executed and subscribed to for the purposes therein expressed. Affiant is personally known to me (or who produced N/A as identification) and did (~~did not~~) take an oath).

SWORN TO and SUBSCRIBED to before me this 3rd day of February, 1995.

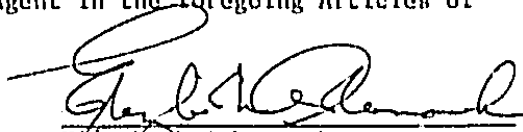

NOTARY PUBLIC



THREE

ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

The undersigned hereby accepts the appointment and
responsibilities as Registered Agent in the foregoing Articles of
Incorporation.


Elizabeth Athanasakos

FILED
1995 FEB -9 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA