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Schantz
Schatzman
Aaronson
& Cahan, P.A.

February 8, 1995

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SECRETARY OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: New House Fashion Group, Inc. /
Name Reservation Number: R95000000364 / Letter Number: 495A00003549.
(Our File No.: 30014.01)

Gentlemen:

Enclosed are duplicate executed copies of the Articles of Incorporation of the above-referenced Florida corporation, together with a copy of the Florida Department of State's letter confirming the corporation's name reservation. Also enclosed is this Firm's check in the amount of \$122.50 to cover the \$35.00 filing fee, \$52.50 for a certified copy of the Articles, and \$35.00 Registered Agent designation fee.

Please expedite the filing of these Articles and return a certified copy to the undersigned in the enclosed self-addressed, stamped envelope.

Very truly yours,

SCHANTZ, SCHATZMAN, AARONSON & CAHAN, P.A.

CARMEN A. ACCORDINO

CAA/rp
Encls.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FEB 10 AM 11:14

KAN 2-13

ARTICLES OF INCORPORATION

- OF -

NEW HOUSE FASHION GROUP, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB 10 AM 11:14

The undersigned, for the purpose of forming a corporation under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is NEW HOUSE FASHION GROUP, INC.

ARTICLE II - DURATION

This corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

This corporation is organized for the purposes of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$0.10 par value common stock which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is 575 East 10th Avenue, Hialeah, Florida 33010, and the name of the registered agent of this corporation at that address is ANDREW E. SCHANTZ. The address of the corporation's principal office is the same as the address of its registered office.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
ANDREW E. SCHANTZ	c/o 575 East 10th Avenue Hialeah, Florida 33010
HOWARD S. ORNE	c/o 575 East 10th Avenue Hialeah, Florida 33010
JOSEPH C. MAYSONAVE	c/o 575 East 10th Avenue Hialeah, Florida 33010

ARTICLE VII - INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
ANDREW E. SCHANTZ	c/o 575 East 10th Avenue Hialeah, Florida 33010

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE IX - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - 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 WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 7th day of February, 1995.



ANDREW E. SCHANTZ

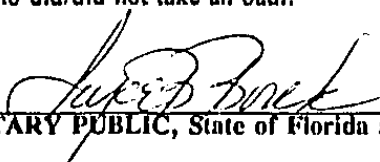
STATE OF FLORIDA

)
)SS.:

COUNTY OF DADE

)

THE FOREGOING INSTRUMENT was acknowledged before me, Joyce B. Borck, the undersigned authority, this 7th day of February, 1995, by ANDREW E. SCHANTZ, who is personally known to me and who did/did not take an oath.



NOTARY PUBLIC, State of Florida at Large

My Commission Expires:



OFFICIAL SEAL
JOYCE BESS BORCK
My Commission Expires
Feb. 5, 1996
Comm. No. CC 177965

DESIGNATION OF RESIDENT AGENT

Certificate Designating Place of Business or Domicile for the Service of Process
Within this State, Naming Agent Upon Whom Process May Be Served.

.....

(Attached to the Articles of Incorporation of
NEW HOUSE FASHION GROUP, INC.
and Made a Part Thereof)

Pursuant to Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted in compliance with said Acts and made a part of the Articles of Incorporation of said corporation to which this document is attached:

THAT, NEW HOUSE FASHION GROUP, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation in the City of Hialeah, County of Dade, State of Florida, has named **ANDREW E. SCHANTZ,** as his Registered Agent to accept service of process within this State.

ACCEPTANCE

THAT, I agree as Resident Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.



ANDREW E. SCHANTZ
Resident Agent