

02/20/1995 10:03:38 P95000016760
Terminal Emulation CONNECTED 0:03:38

File Edit Services Special
(((H95000002350))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: ADORNO & ZEDER, P.A.
DEPARTMENT OF STATE 2601 S BAYSHORE DR
STATE OF FLORIDA SUITE 1600
409 EAST GAINES STREET MIAMI FL 33133- 3394-3079
TALLAHASSEE, FL 32399 CONTACT: CHRISTINE A SEQUENZIA
FAX: (904) 922-4000 PHONE: (305) 858-5555
FAX: (305) 858-4777
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: COUTURE BRANDS, INC.
FAX AUDIT NUMBER: H95000002350 CURRENT STATUS: REQUESTED
DATE REQUESTED: 02/20/1995 TIME REQUESTED: 14:32:56
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 5 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072100000120

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

(((H95000002350)))
** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:
F1-Help F10=Menu bar F5-Logging [OFF] F6-Printer [OFF]

Terminal Emulation CONNECTED 0:03:42
P File Edit Services Special
(((H95000002350))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: ADORNO & ZEDER, P.A.
DEPARTMENT OF STATE 2601 S BAYSHORE DR
STATE OF FLORIDA SUITE 1600
409 EAST GAINES STREET MIAMI FL 33133- 3394-3079
TALLAHASSEE, FL 32399 CONTACT: CHRISTINE A SEQUENZIA
FAX: (904) 922-4000 PHONE: (305) 858-5555
FAX: (305) 858-4777
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: COUTURE BRANDS, INC.
FAX AUDIT NUMBER: H95000002350 CURRENT STATUS: REQUESTED
DATE REQUESTED: 02/28/1995 TIME REQUESTED: 14:32:56
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 5 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072100000120

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

(((H95000002350)))
** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:
F1-Help F10=Menu bar F5-Logging [OFF] F6-Printer [OFF]

Terminal Emulation CONNECTED 0:03:45
P File Edit Services Special
(((H95000002350))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: ADORNO & ZEDER, P.A.
DEPARTMENT OF STATE 2601 S BAYSHORE DR
STATE OF FLORIDA SUITE 1600
409 EAST GAINES STREET MIAMI FL 33133- 3394-3079

FAX AUDIT NO:

H95000002350

ARTICLES OF INCORPORATION
OF
COUTURE BRANDS, INC.

FILED
MAR-1 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: COUTURE BRANDS, INC.

ARTICLE II

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

THESE ARTICLES PREPARED BY:
MARTIN J. NASH, ESQ.
ADORNO & ZEDER
2601 S. BAYSHORE DR, SUITE 1600 1
COCONUT GROVE FL 33133
(305) 858-5555
FL BAR NO. 057934

FAX AUDIT NO. H950000002350

FAX AUDIT NO. H95000002350

ARTICLE IV

The aggregate number of shares which the Corporation shall have authority to issue shall be 10,000 shares of common capital stock, divided into two classes, the designation and par values of each such class being, as follows:

A) 1,000 shares of Class A Common Capital Stock, having a par value of \$.01; and

B) 9,000 shares of Class B Common Non-Voting Capital Stock, having a par value of \$.01.

All of said shares of both classes shall have equal preferences, limitations and relative rights, except that the Class B Non-Voting Capital Stock shall have no voting rights whatsoever, either individually or as a class.

ARTICLE V

The mailing address address of the corporation is c/o Adorno & Zeder, 2601 S. Bayshore Drive, Miami, FL 33133 Attn. Ken Arvin.

ARTICLE VI

The number of directors constituting the initial board of directors of the corporation shall be the number of persons whose names are set forth below. The name and address of each member of

FAX AUDIT NO. H95000002350

the initial board of directors of the corporation who shall hold office until the first annual meeting of shareholders and his successor shall have been elected and qualified or until his earlier resignation, removal from office, or death,

<u>Name</u>	<u>Address</u>
Philippa Mihailovic	Studio 9 75 Harrington Gardens London SW7 4JZ

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall not be less than one.

ARTICLE VII

The initial registered office of this Corporation shall be at 2601 S. Bayshore Drive, Suite 1600, Miami, Florida 33133, and the initial registered agent of this Corporation shall be A Z REGISTERED AGENT CORPORATION, a Florida corporation.

ARTICLE VIII

The name and street address of the person signing these Articles of Incorporation is Martin J. Nash, Vice President, A Z Registered Agent Corporation, 2601 S. Bayshore Drive, Suite 1600, Miami, Florida 33133.

02/28/95 TUE 17:08 FAX 3058607379

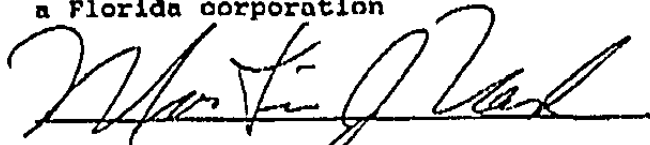
ADORNO ZEDER

W008

FAX AUDIT NO. H95000002350

IN WITNESS WHEREOF, the undersigned has executed
these Articles of Incorporation on February 28, 1995.

A Z REGISTERED AGENT CORPORATION,
a Florida corporation

A handwritten signature in dark ink, appearing to read "Martin J. Nash", is written over a horizontal line.

Martin J. Nash, Vice President
Incorporator


FAX AUDIT NO. H95000002350

FAX AUDIT NO. H95000002350

STATE OF FLORIDA)
)
COUNTY OF DADE)

FILED
95 MAR -1 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

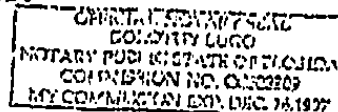
The foregoing instrument was acknowledged before me this
28th day of February, 1995 by Martin J. Nash, Vice President of A
Z Registered Agent, Corp, a Florida Corporation who resides in the
State of Florida and who is personally known to me ~~XXXXXXXXXXXX~~
~~XX~~



Notary Public
State of Florida at Large

My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT



Having been appointed the registered agent of COUTURE
BRANDS, INC., the undersigned accepts such appointment, agrees to
act in such capacity and accepts the obligations imposed by Florida
Statutes Section 607.0505.

A Z REGISTERED AGENT CORPORATION,
a Florida corporation



Martin J. Nash, Vice President

az\couture\article\msc.inc